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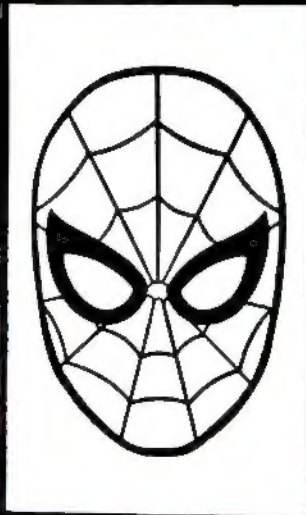
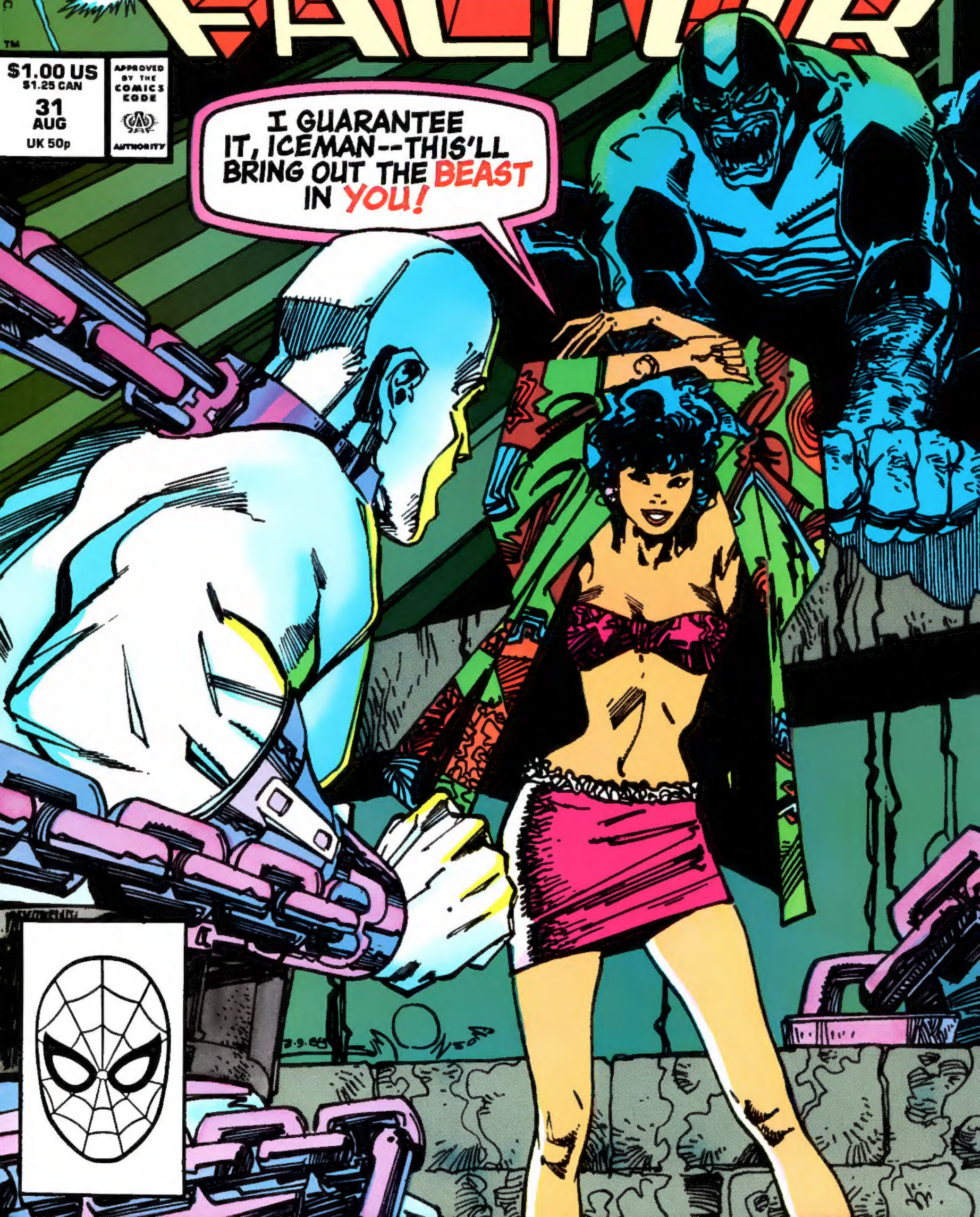


\$1.00 US
\$1.25 CAN
31
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X-FACTOR

I GUARANTEE
IT, ICEMAN--THIS'LL
BRING OUT THE **BEAST**
IN **YOU!**



Stan Lee presents

KISS OFF!

SOMEWHERE IN THE ATLANTIC, ON X-FACTOR'S SENTIENT SHIP...



"A BOY. A GIRL. A SILVER MOON. SO VERY, VERY ROMANTIC. A LITTLE MOOD MUSIC, MAESTRO ...IF YOU PLEASE..."

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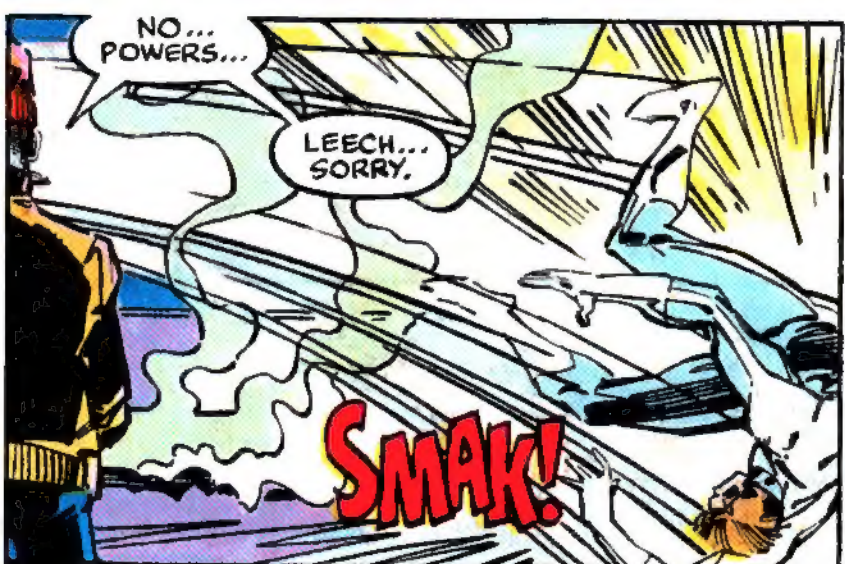
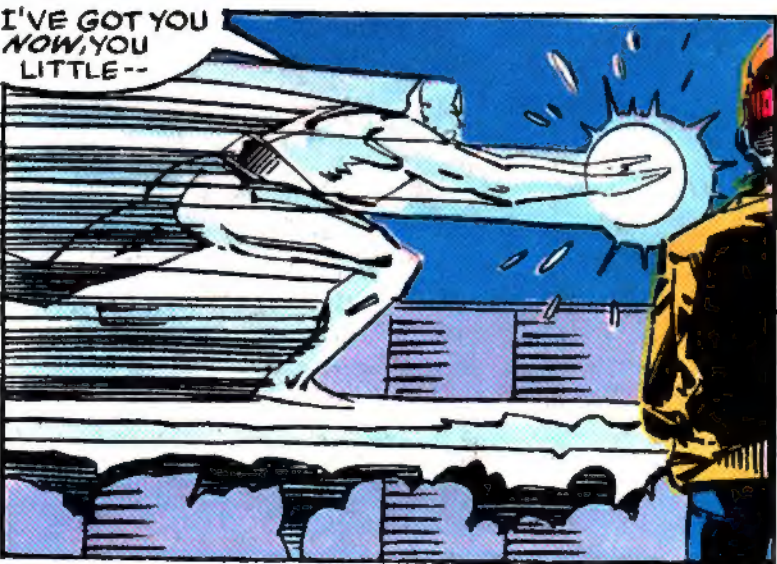
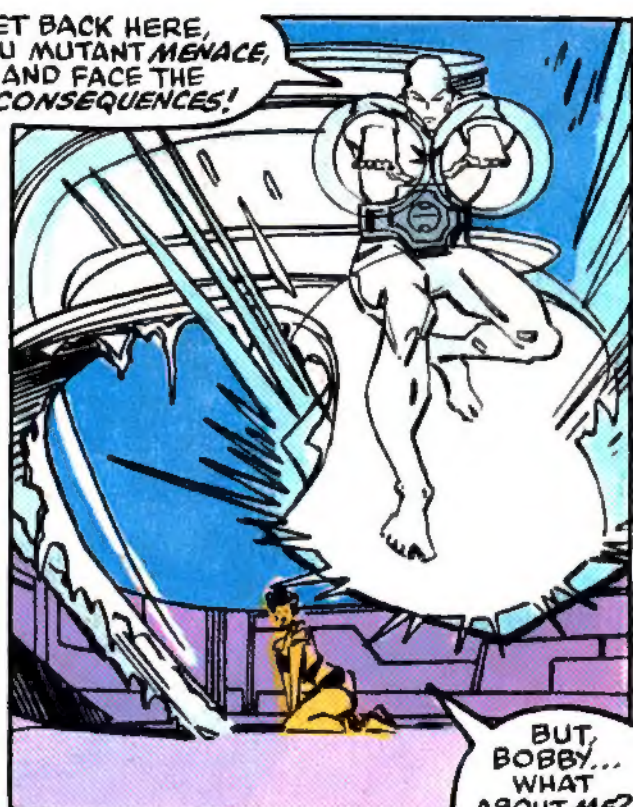
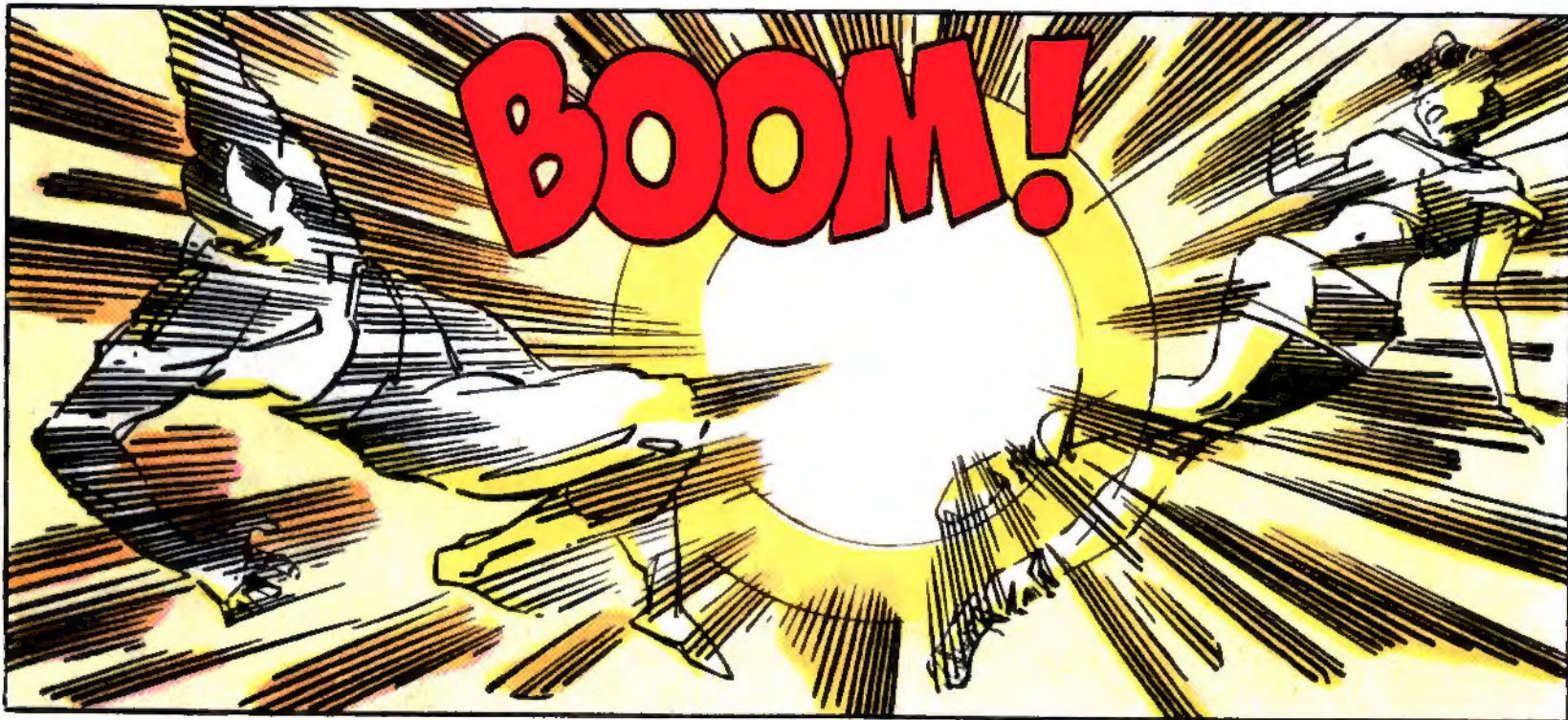
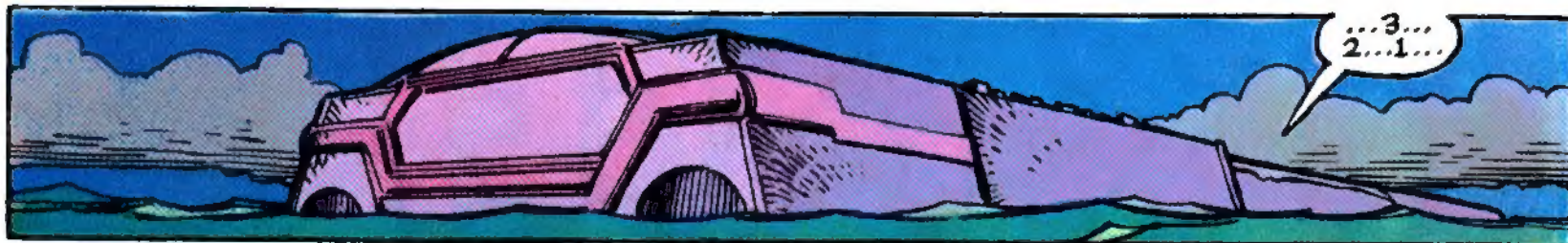
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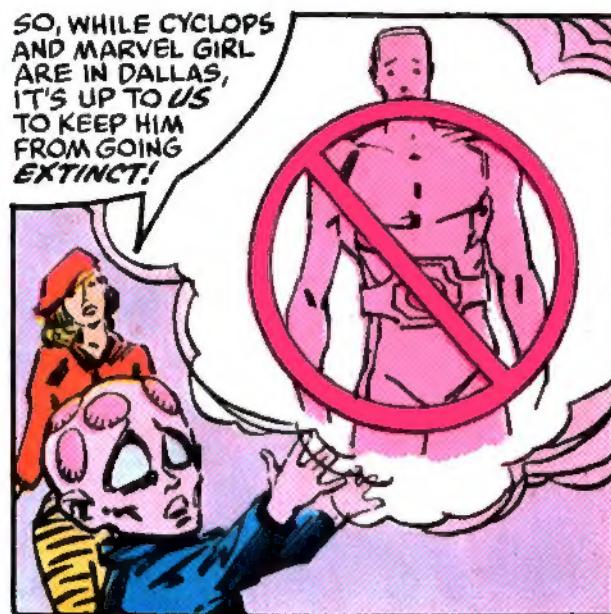
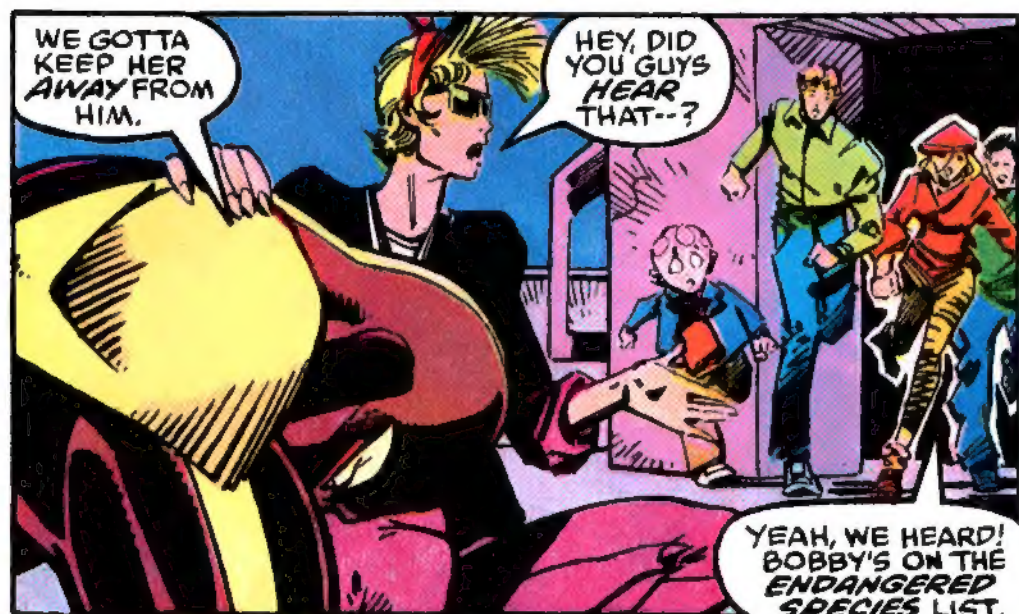
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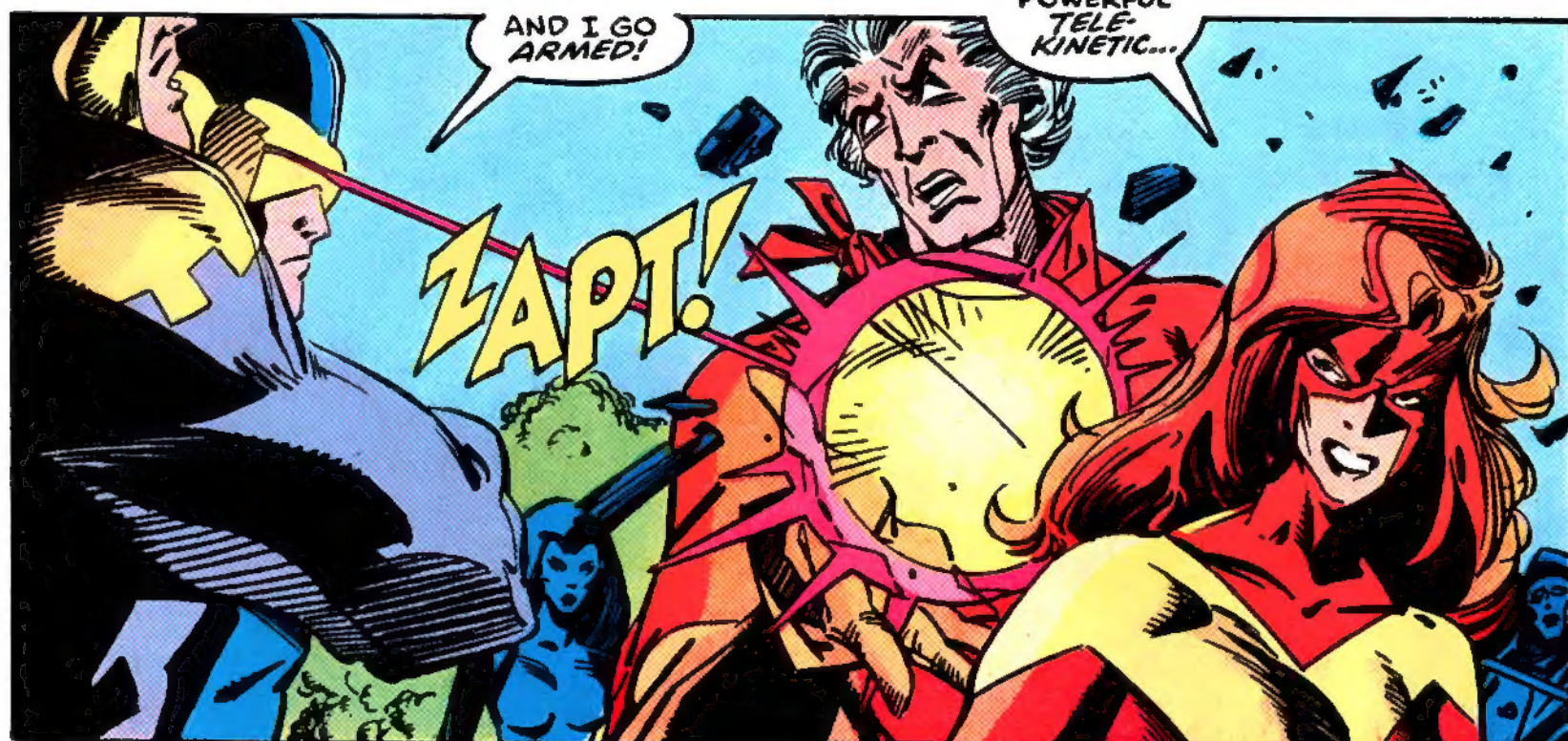
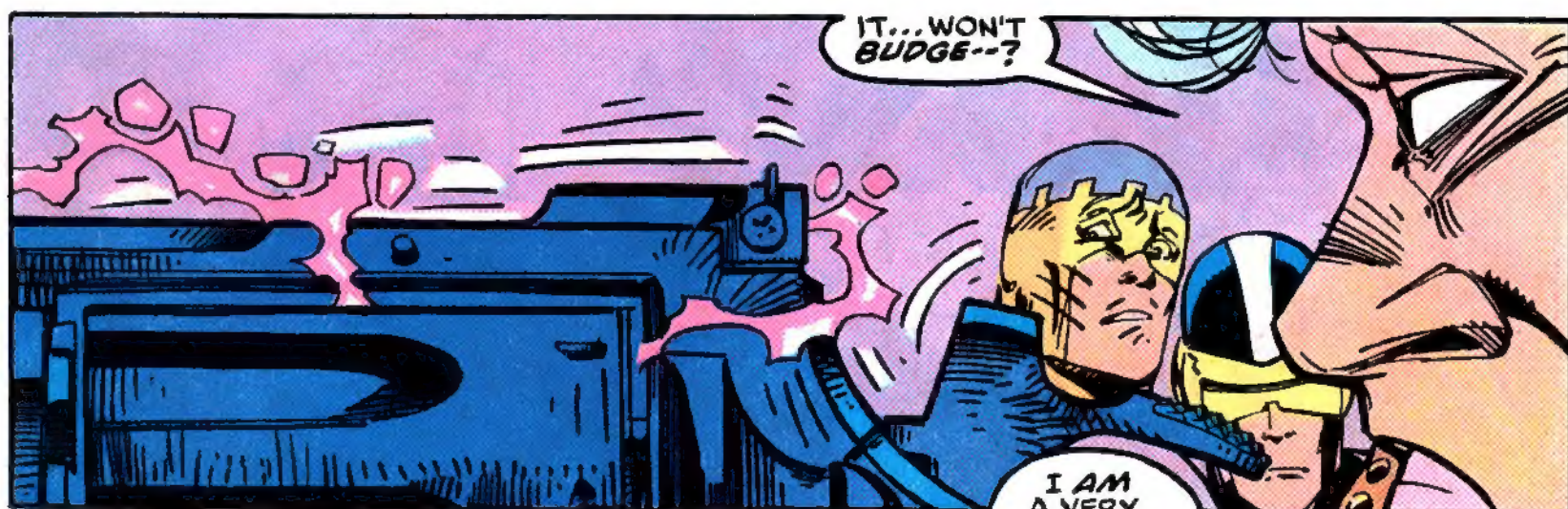
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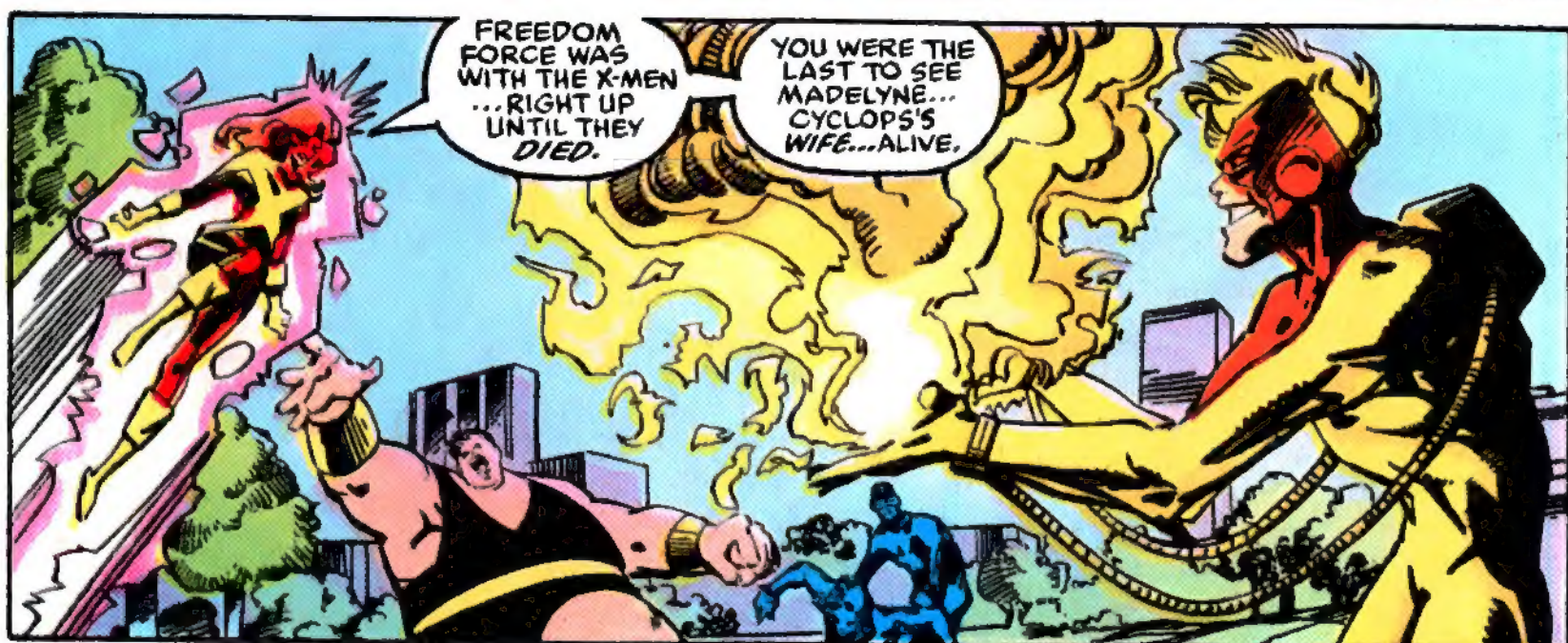
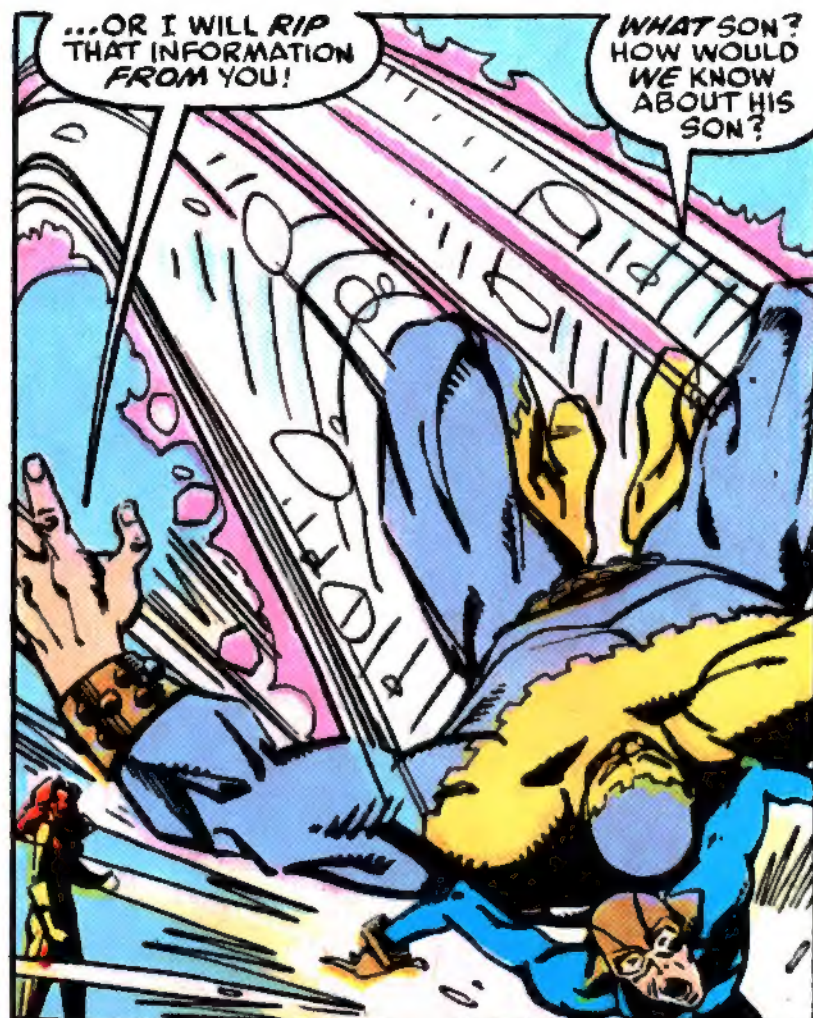
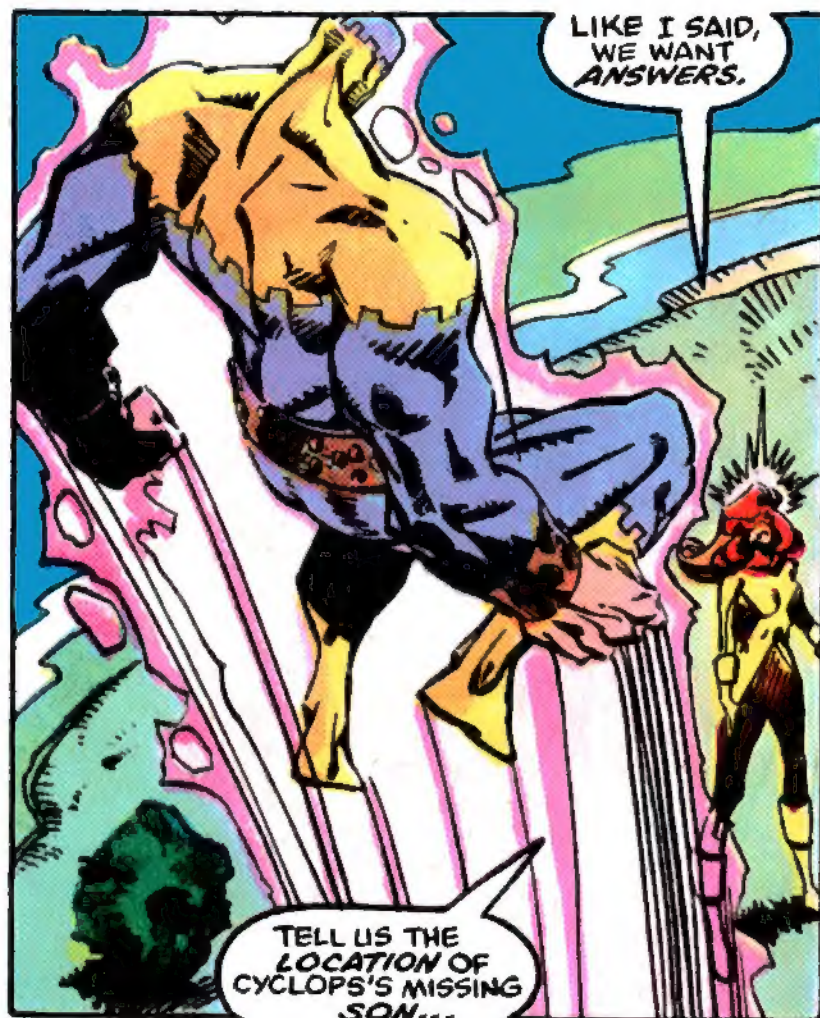
X-FACTOR™ Vol. 1, No. 31, August, 1988. (ISSN 08946604) Published by MARVEL COMICS, A NEW WORLD COMPANY, James E. Galton, President, Stan Lee, Publisher, Michael Hobson, Group Vice-President, Milton Schiffman, Vice-President, Production, OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. **SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES.** Published monthly. Copyright © 1988 by Marvel Entertainment Group, Inc. All rights reserved. Price \$1.00 per copy in the U.S. and \$1.25 in Canada. Subscription rate \$12.00 for 12 issues. Canada and Foreign, \$14.00. Printed in the U.S.A. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any of its cover or markings removed, nor in a mutilated condition. X-FACTOR (including all prominent characters featured in this issue), and the distinctive likenesses thereof, are trademarks of the MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: Send address changes to SUBSCRIPTION DEPARTMENT, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016.

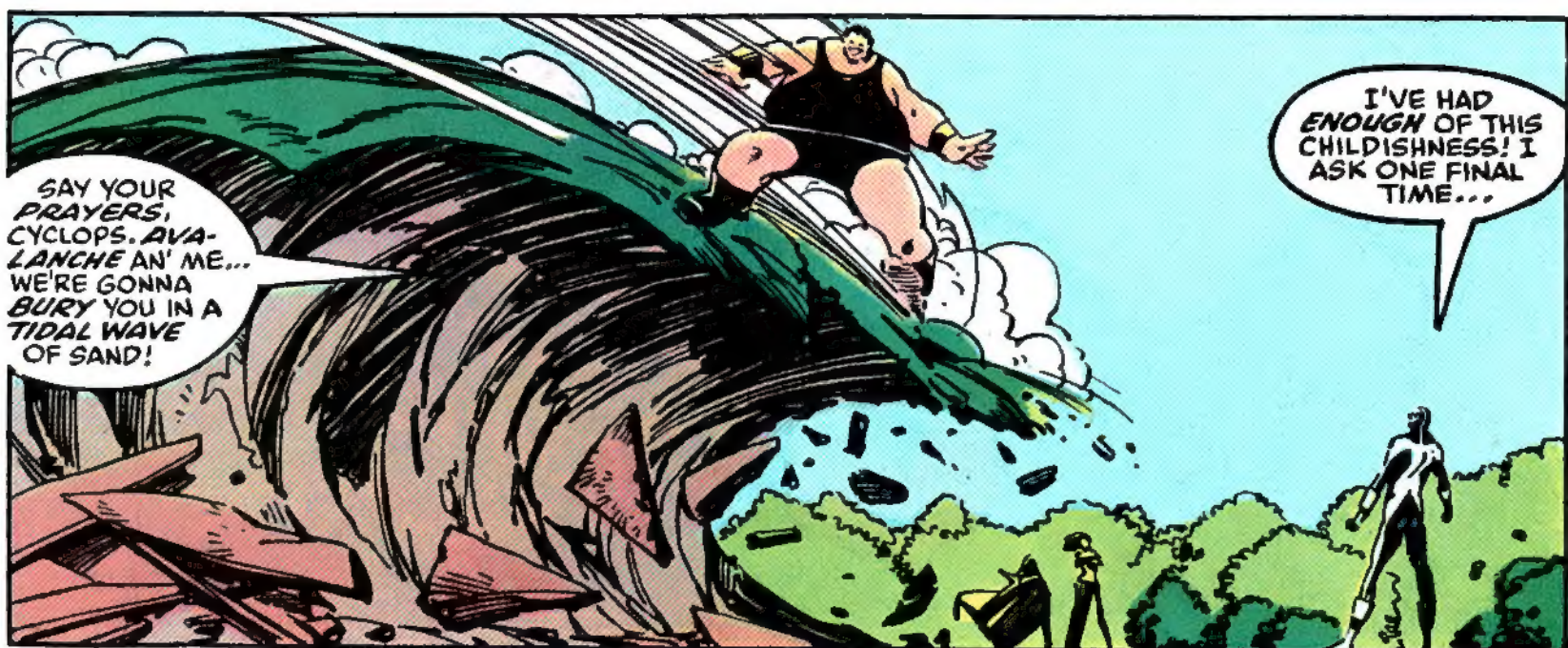
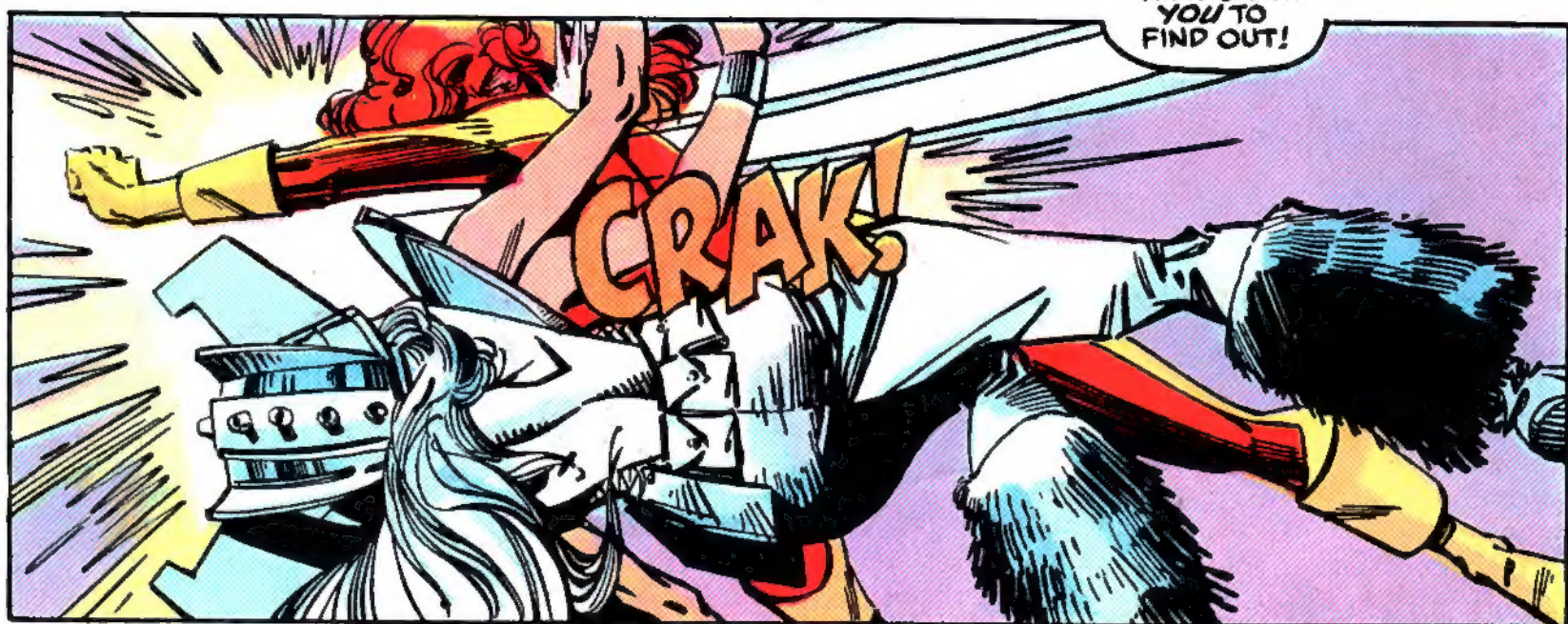
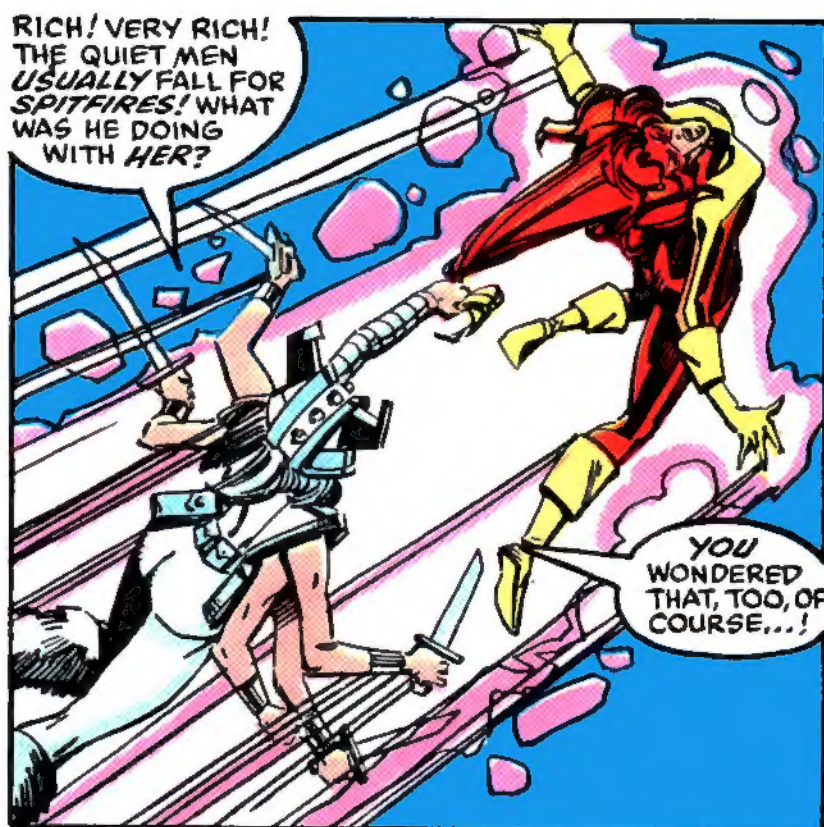




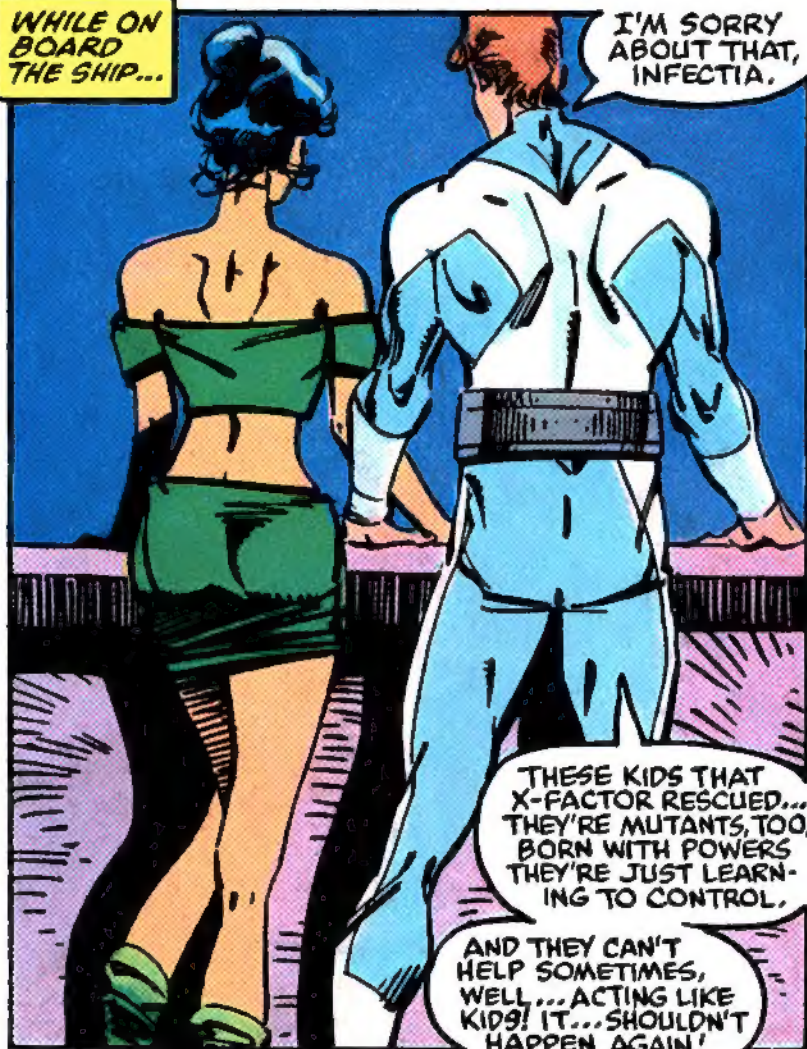
WHILE HALF A CONTINENT AWAY...







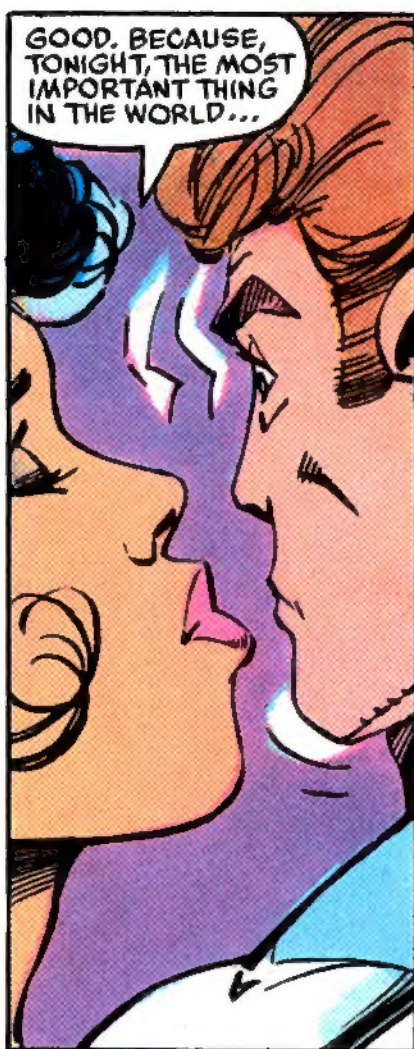
WHILE ON BOARD THE SHIP...



I'M SORRY ABOUT THAT, INFECTIA.

THESE KIDS THAT X-FACTOR RESCUED... THEY'RE MUTANTS, TOO, BORN WITH POWERS THEY'RE JUST LEARNING TO CONTROL.

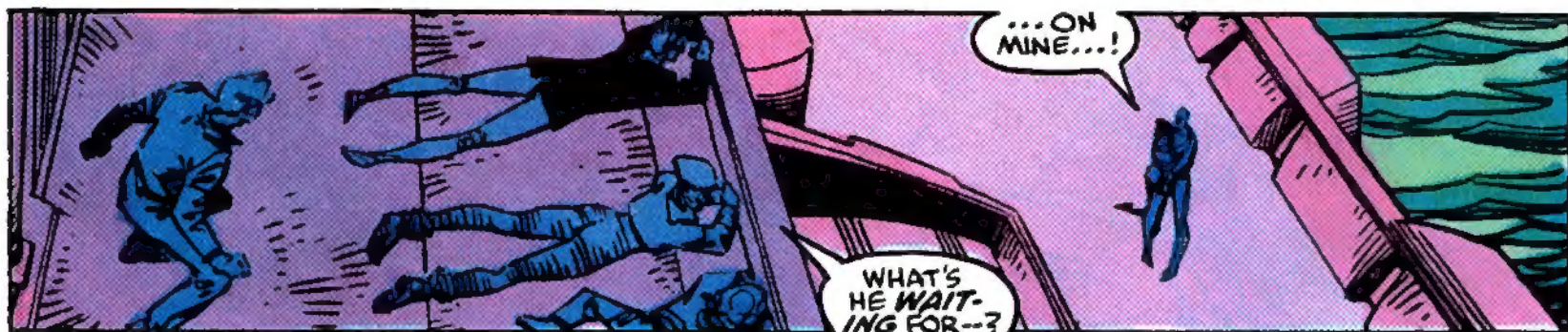
AND THEY CAN'T HELP SOMETIMES, WELL... ACTING LIKE KIDS! IT... SHOULDN'T HAPPEN AGAIN!



GOOD. BECAUSE, TONIGHT, THE MOST IMPORTANT THING IN THE WORLD...



...IS YOUR LIPS...



...ON MINE...!

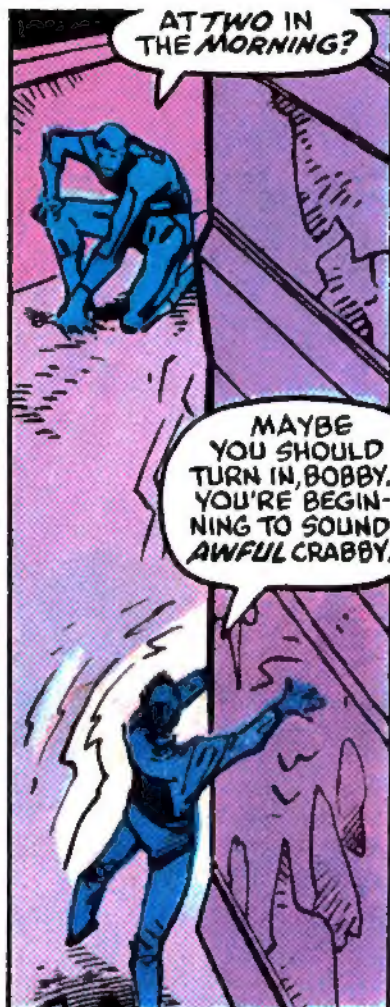
WHAT'S HE WAITING FOR--?



WHAT WAS THAT--?

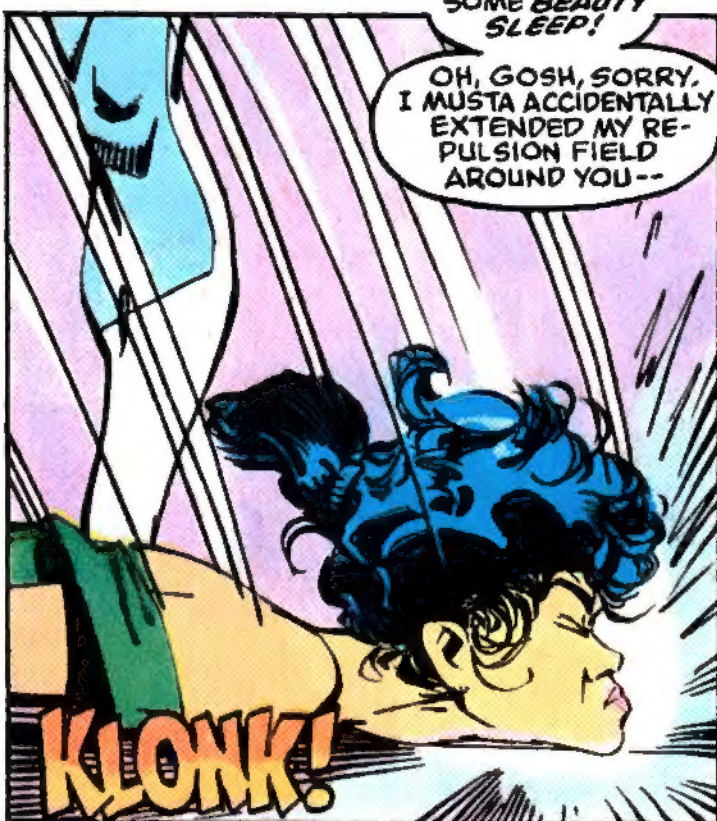
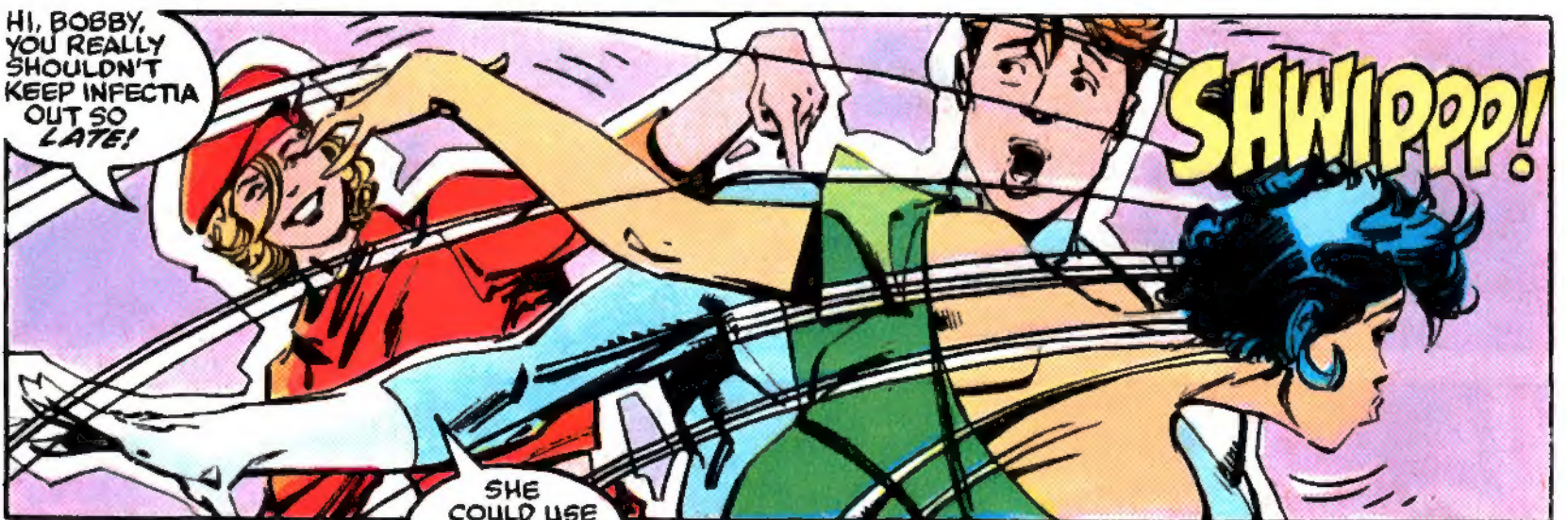
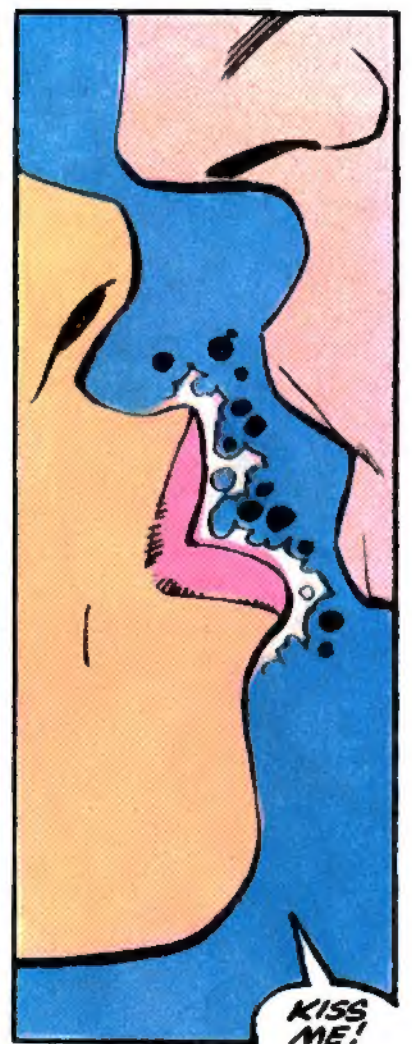
RICTOR!

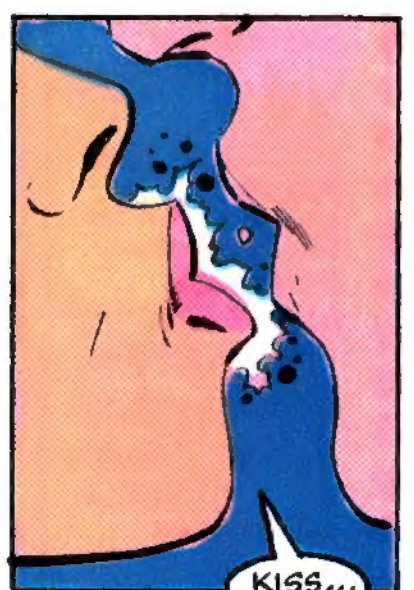
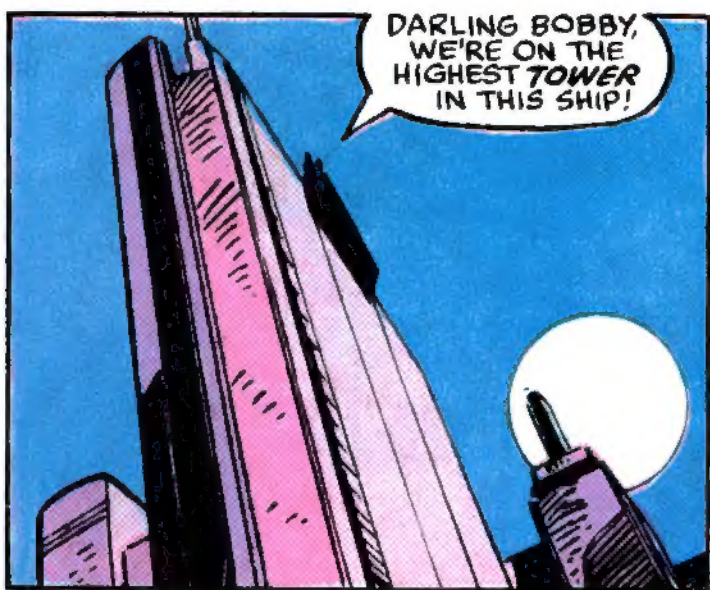
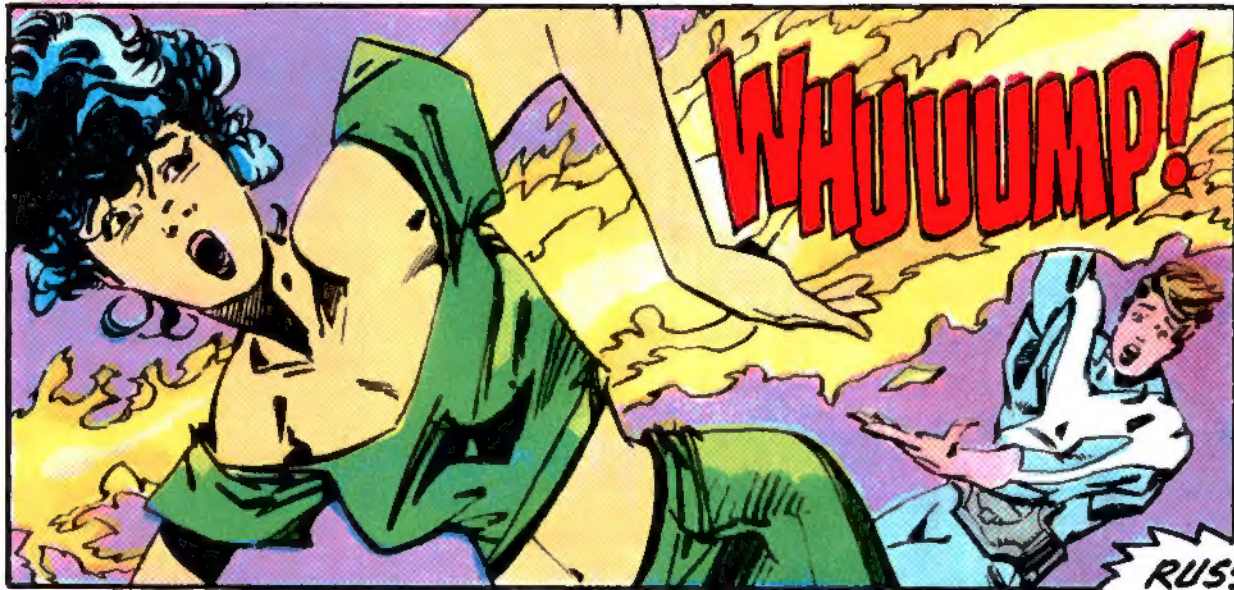
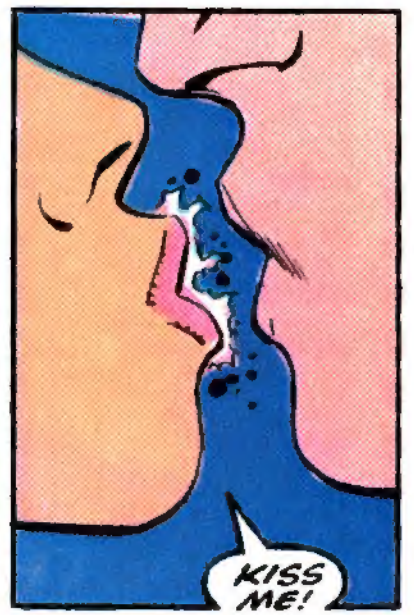
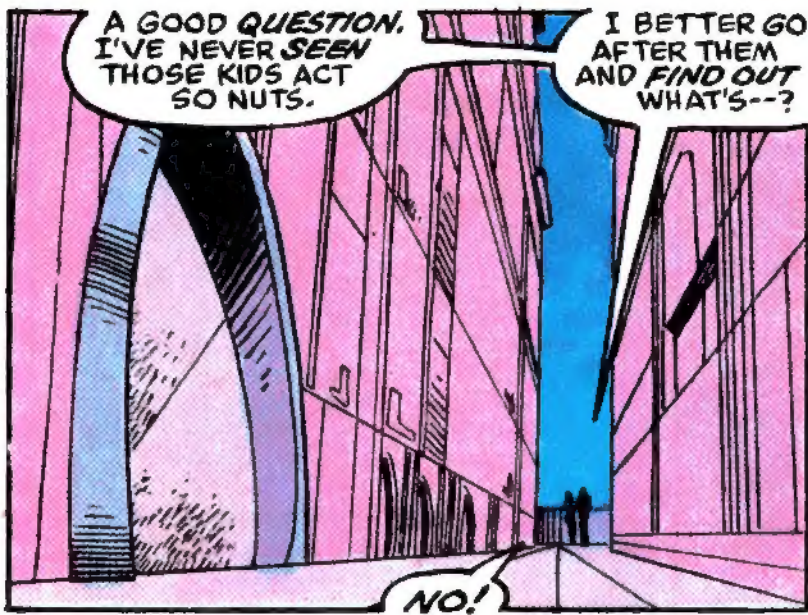
GOSH, ICEMAN. SORRY, I WAS JUST PRACTICING MY POWERS LIKE YOU GUYS ALWAYS TELL US TO.



AT TWO IN THE MORNING?

MAYBE YOU SHOULD TURN IN, BOBBY. YOU'RE BEGINNING TO SOUND AWFUL CRABBY!





ENOUGH! I'VE HAD IT!
THEY OBVIOUSLY HATE
ME! I'M GOING TO BED!

OF COURSE,
YOU COULD--

SLAM!

THE LADY HAS
STATED HER
PREFERENCE
FOR REST,
ICEMAN. IT IS
TIME YOU TOOK
YOUR REST,
AS WELL!

THERE HE GOES... AND
DOES HE LOOK MAD!
GOOD GOING, SHIP!

IT WAS MY
PLEASURE!

I'M EXHAUSTED.
C'MON, LET'S GET
SOME REST.

I CAN'T
WAIT FOR
CYKE AND
JEAN TO
GET BACK.

YOU WERE IN ON IT, TOO,
WEREN'T YOU, SHIP?

I BEG
YOUR
PARDON--?

BUT DON'T YOU
WORRY, SWEETIE,
I CAN DEAL WITH
YOU!

SMOOCH!

SEE? MY OWN
MUTANT ABILITY
ALLOWS ME TO
ALTER OBJECTS
ON A MOLECU-
LAR LEVEL.

NOOO! APOCALYPSE
...MY OLD MASTER...
USED THAT METHOD
TO ENSLAVE ME!

OH, I'D HATE
TO HAVE TO
DO THAT.

SO
WE'LL
JUST KEEP
THIS LITTLE
INCIDENT A
SECRET...
WON'T
WE?

AND NOW--
A BED?

THERE, SEE HOW
NICE IT IS WHEN
WE COOPERATE...?
I DO SO WANT US TO
BE GOOD FRIENDS.

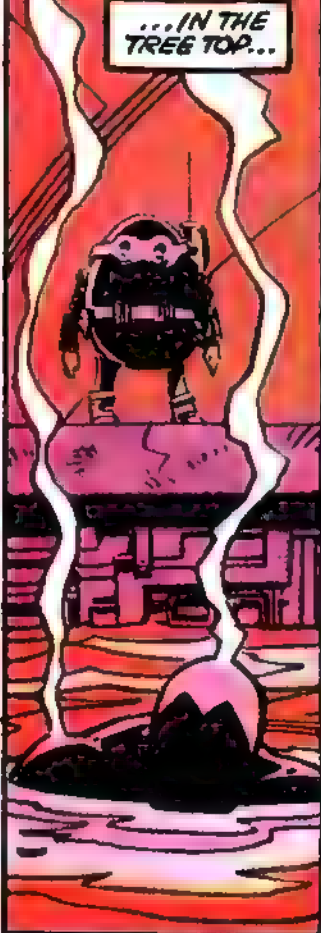
ZIPP!

OMAHA, NEBRASKA...

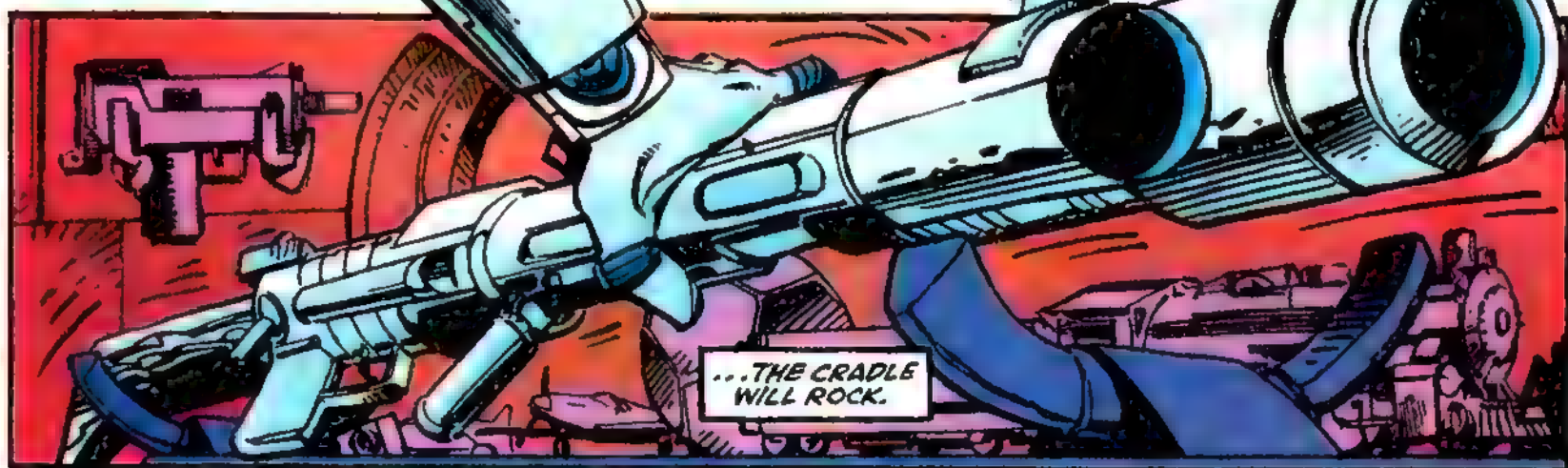
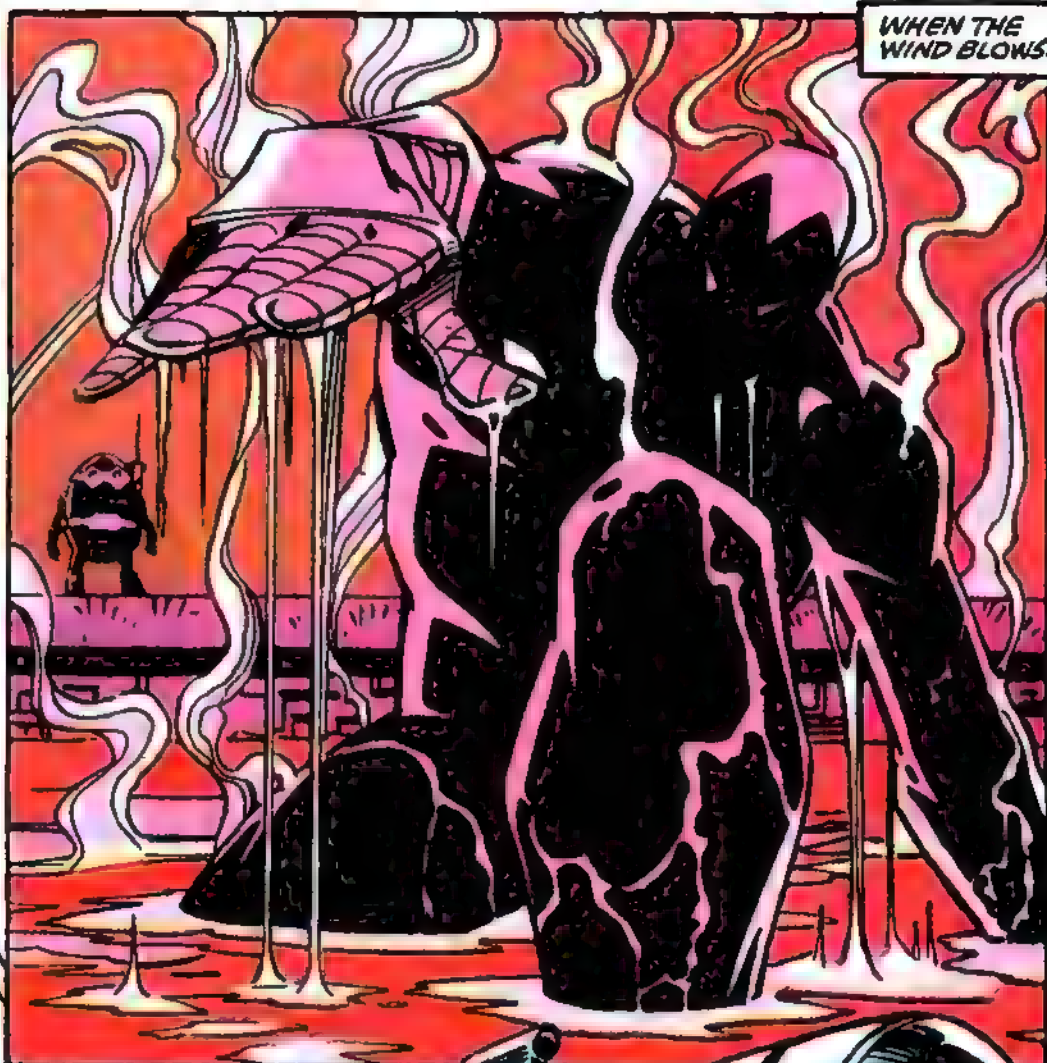
ROCK-A-BYE,
BABY...



...IN THE
TREE TOP...



WHEN THE
WIND BLOWS...



...THE CRADLE
WILL ROCK.

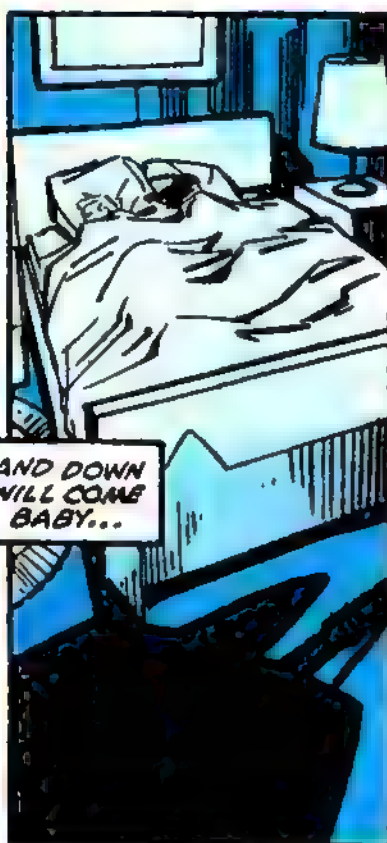
WHEN THE BOUGH
BREAKS...



...THE
CRADLE
WILL
FALL...

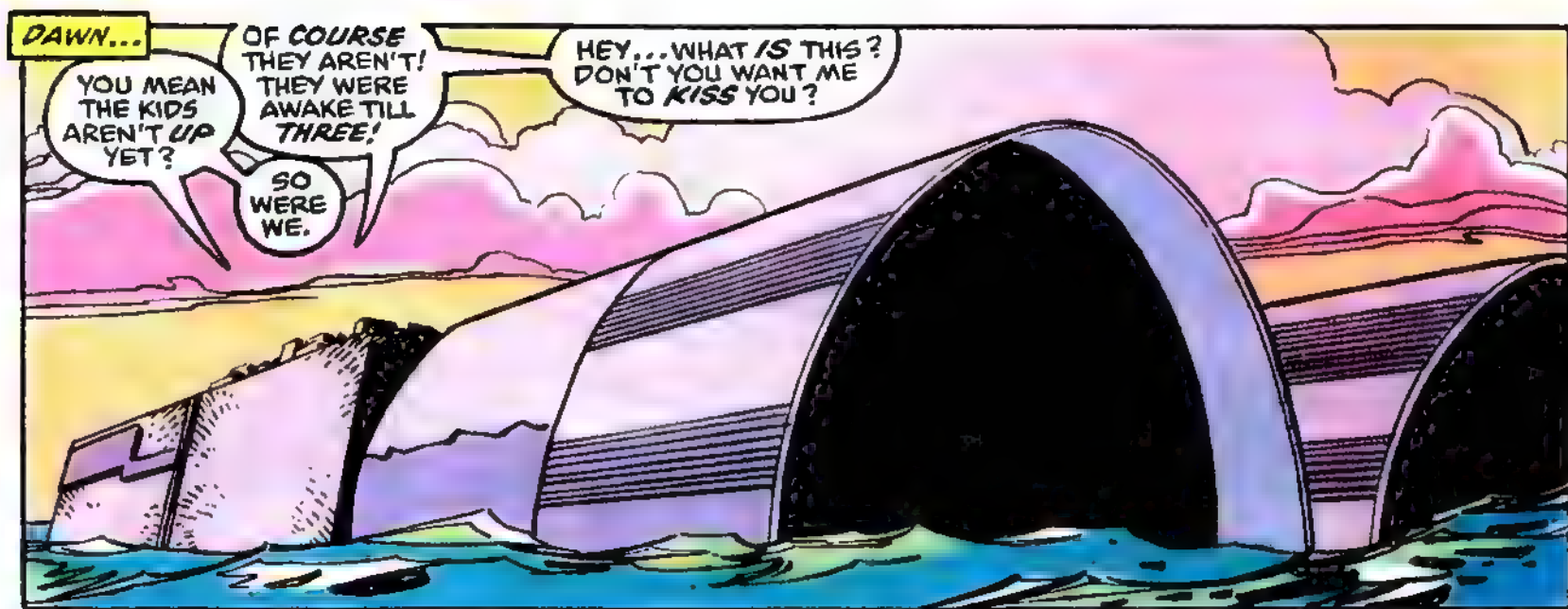


AND DOWN
WILL COME
BABY...



**BLAM
BLAM!
BLAM!
BLAM!
BLAM!
BLAM!**

...CRADLE
AND ALL.



DAWN...

YOU MEAN THE KIDS AREN'T UP YET?

OF COURSE THEY AREN'T! THEY WERE AWAKE TILL THREE!

SO WERE WE.

HEY...WHAT IS THIS? DON'T YOU WANT ME TO KISS YOU?

NOT...RIGHT NOW. IT'S NOT THAT I'M PARANOID ABOUT IT OR ANYTHING...

...IT'S JUST THAT A SATURDAY MORNING BRUNCH IN MY TOWNHOUSE WOULD BE SOOO ROMANTIC.

DADDY DID MOST OF HIS RESEARCH THERE I JUST KNOW YOU'LL FIND IT FASCINATING.

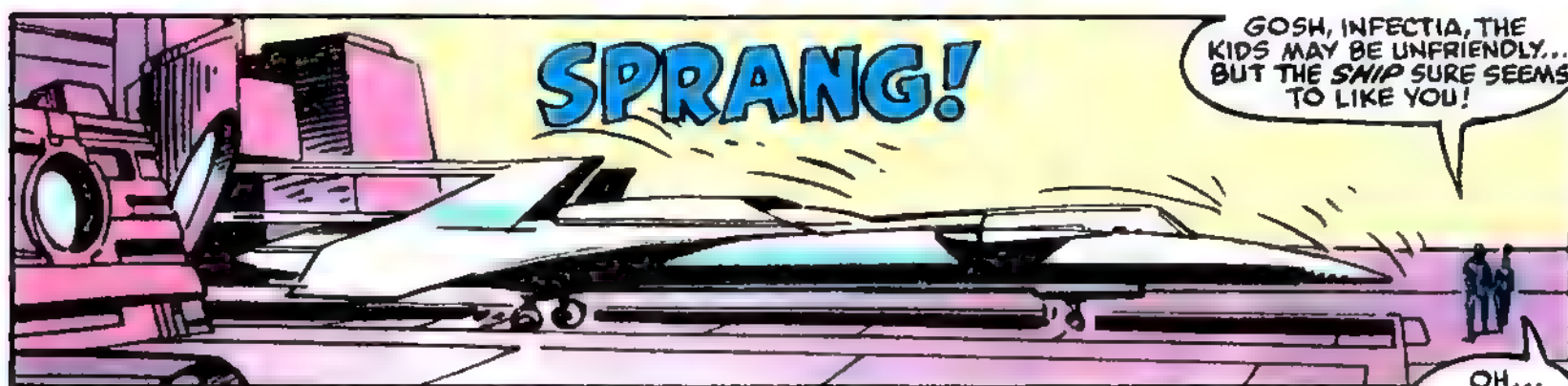
I FIND YOU FASCINATING.

SO...WHAT DOES A GIRL HAVE TO DO TO GET A PLANE AROUND HERE--?

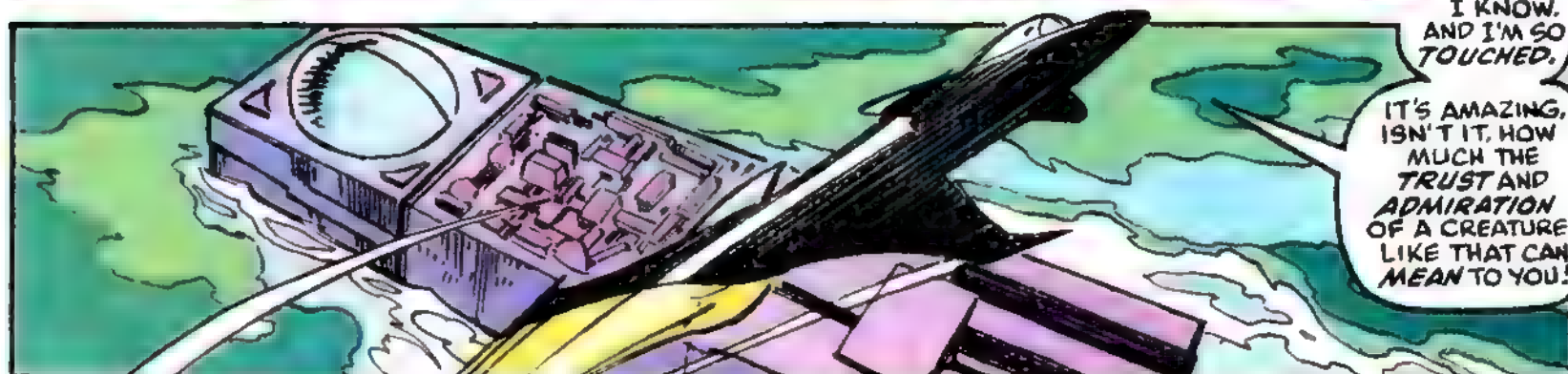
BOBBY, PERHAPS YOU SHOULD STAY HERE TO SUPERVISE YOUR ERRANT CHARGES?

OH, DON'T BE SILLY, SHIP. THE BEAST IS HERE.

AND SO ARE YOU. AND THE LAST THING YOU WANT IS TO DISAPPOINT US - KISS KISS - ISN'T IT?



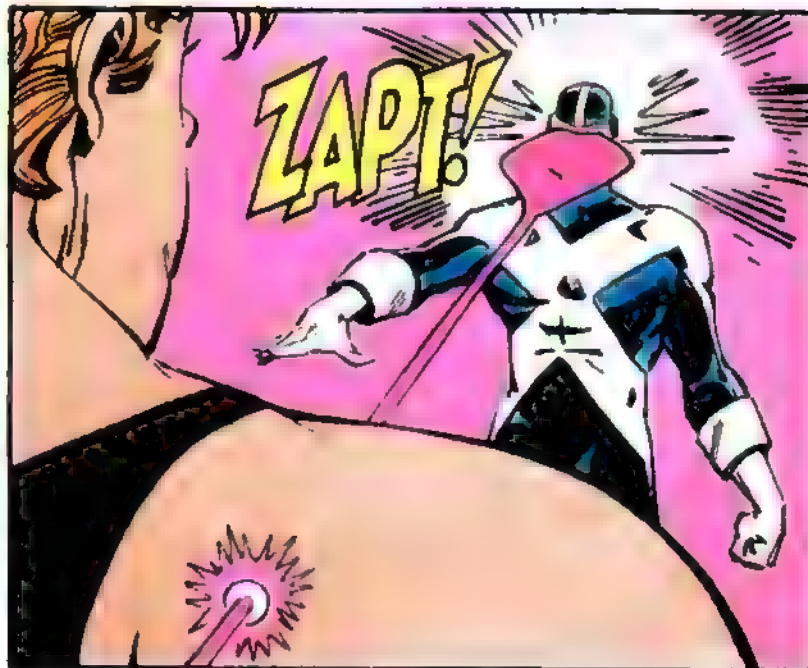
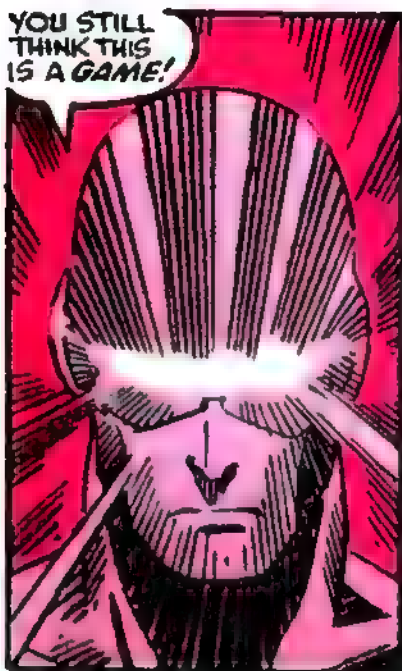
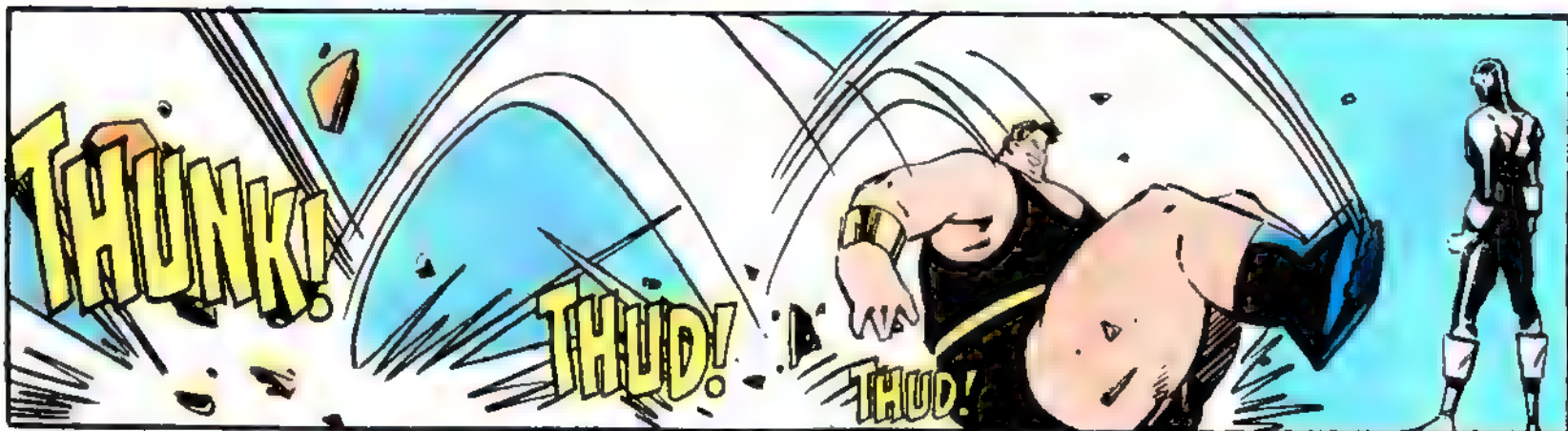
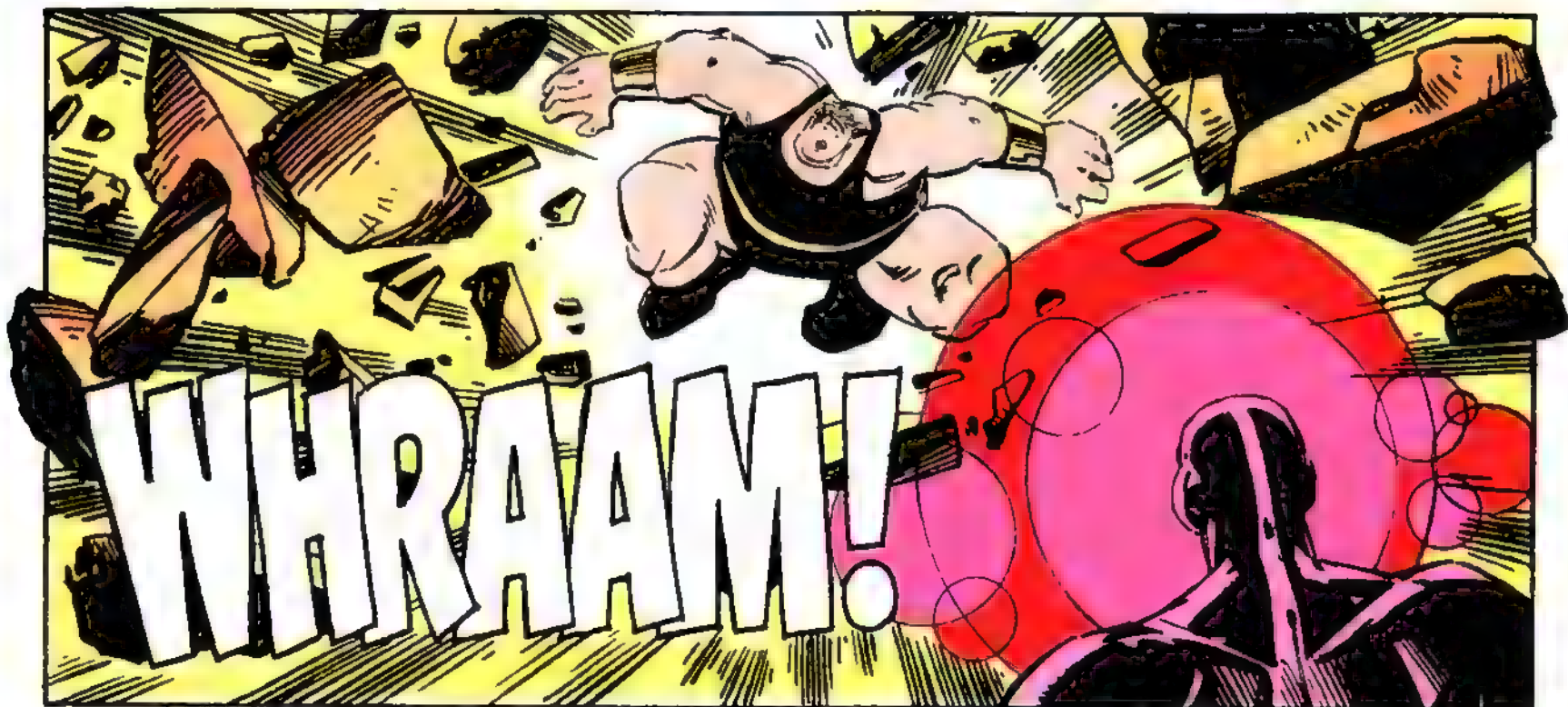
GOSH, INFECTIA, THE KIDS MAY BE UNFRIENDLY... BUT THE SHIP SURE SEEMS TO LIKE YOU!

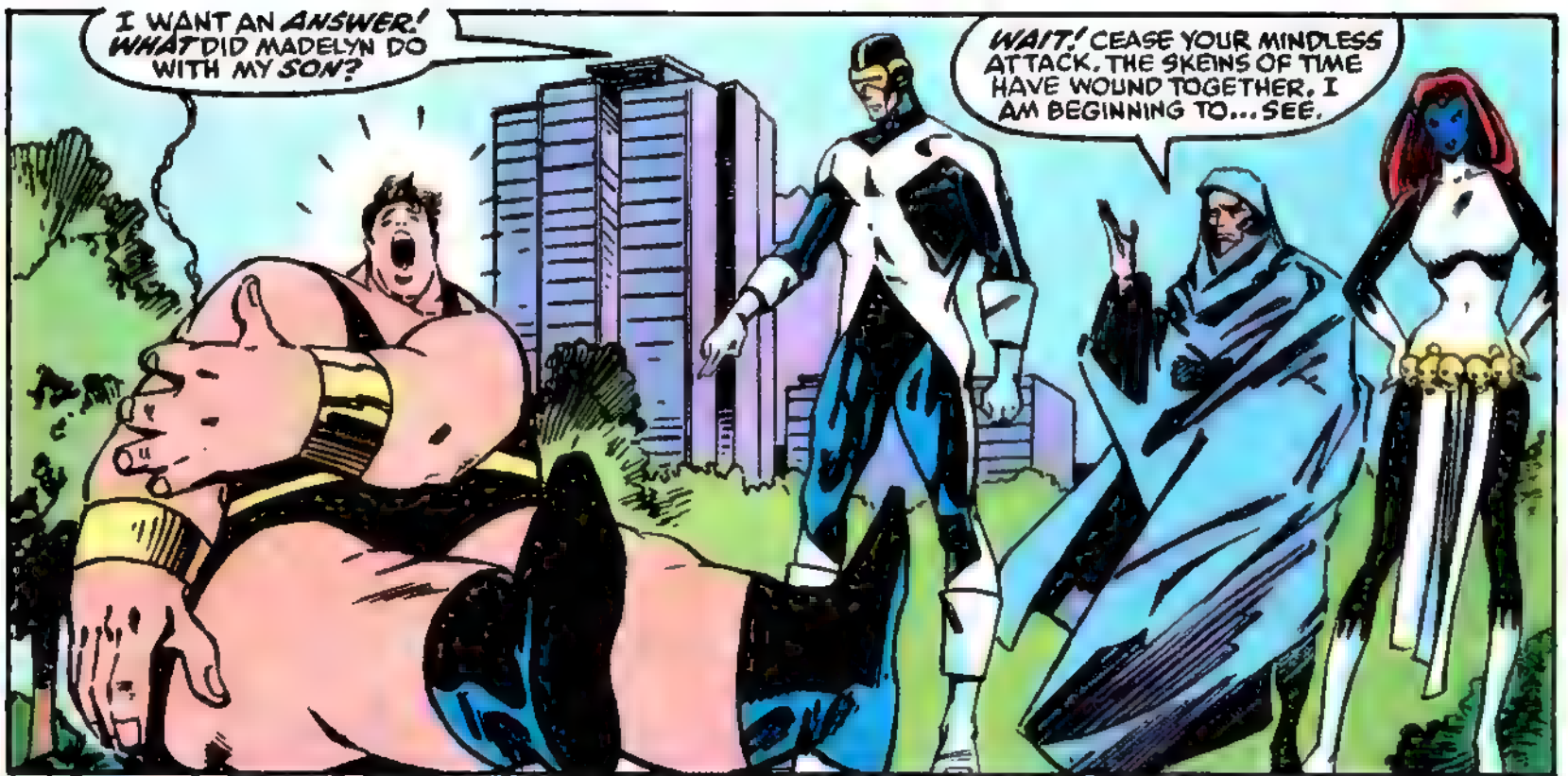


OH... I KNOW. AND I'M SO TOUCHED.

IT'S AMAZING, ISN'T IT, HOW MUCH THE TRUST AND ADMIRATION OF A CREATURE LIKE THAT CAN MEAN TO YOU!

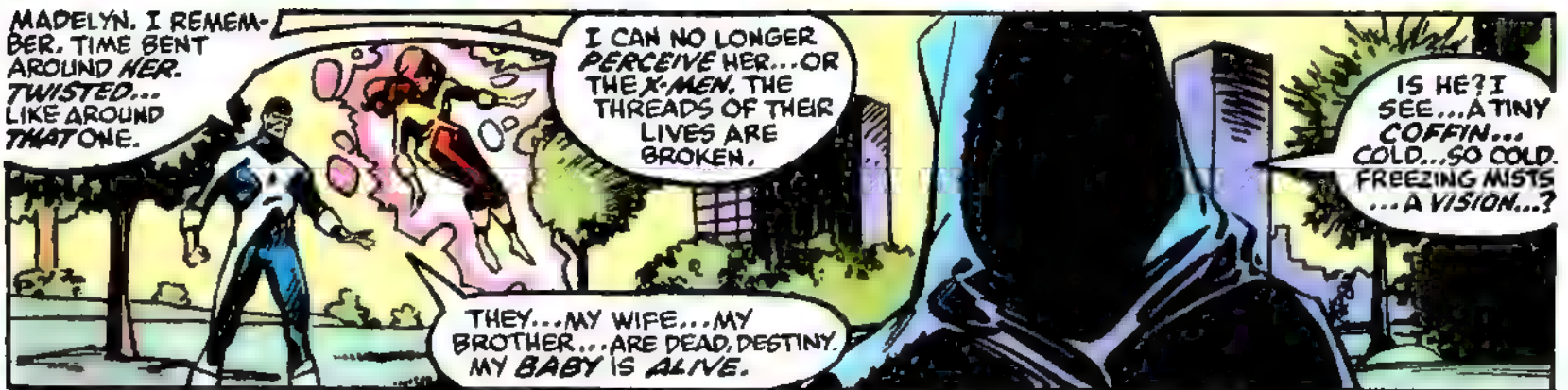
AND IN DALLAS...





I WANT AN ANSWER!
WHAT DID MADELYN DO
WITH MY SON?

WAIT! CEASE YOUR MINDLESS
ATTACK. THE SKEINS OF TIME
HAVE WOUND TOGETHER. I
AM BEGINNING TO... SEE.

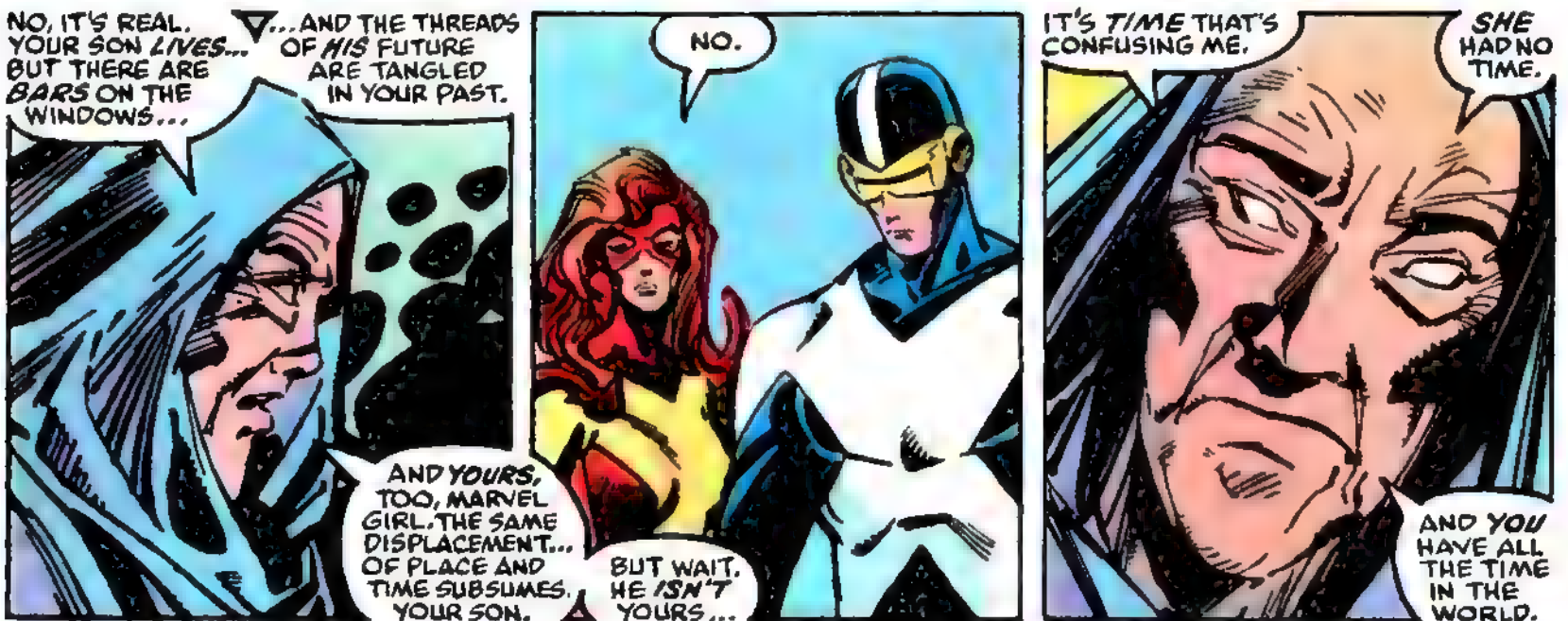


MADELYN. I REMEM-
BER. TIME BENT
AROUND HER.
TWISTED...
LIKE AROUND
THAT ONE.

I CAN NO LONGER
PERCEIVE HER...OR
THE X-MEN. THE
THREADS OF THEIR
LIVES ARE
BROKEN.

IS HE? I
SEE... A TINY
COFFIN...
COLD... SO COLD.
FREEZING MISTS
... A VISION...?

THEY... MY WIFE... MY
BROTHER... ARE DEAD. DESTINY.
MY BABY IS ALIVE.



NO, IT'S REAL.
YOUR SON LIVES...
BUT THERE ARE
BARS ON THE
WINDOWS...

...AND THE THREADS
OF HIS FUTURE
ARE TANGLED
IN YOUR PAST.

NO.

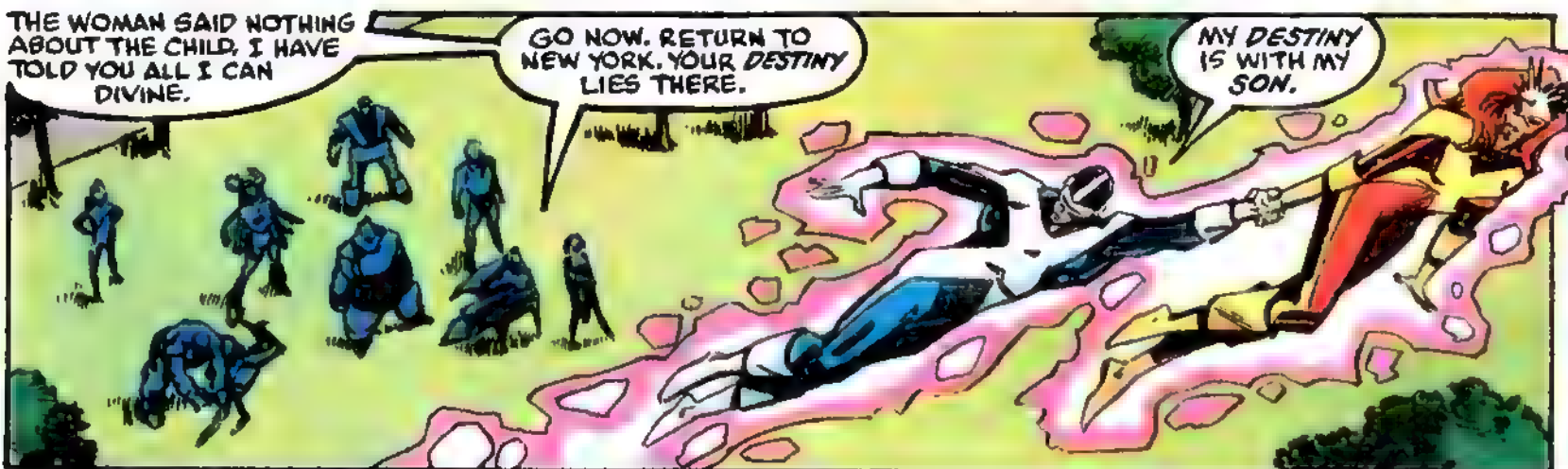
IT'S TIME THAT'S
CONFUSING ME.

SHE
HAD NO
TIME.

AND YOURS,
TOO, MARVEL
GIRL. THE SAME
DISPLACEMENT...
OF PLACE AND
TIME SUBSUMES
YOUR SON.

BUT WAIT.
HE ISN'T
YOURS...

AND YOU
HAVE ALL
THE TIME
IN THE
WORLD.



THE WOMAN SAID NOTHING
ABOUT THE CHILD, I HAVE
TOLD YOU ALL I CAN
DIVINE.

GO NOW. RETURN TO
NEW YORK. YOUR DESTINY
LIES THERE.

MY DESTINY
IS WITH MY
SON.

CHICAGO.

ALL RIGHT,
ROLL THE FILM.

THAT'S
SUPPOSEDLY
WARREN
WORTHINGTON?

BUT WORTHINGTON...
LOST HIS WINGS, AS
WE HAVE AMPLE
REASON TO KNOW.

NONETHELESS,
WE BELIEVE
THAT /S
WORTHINGTON...

...THAT HE
WAS SOMEHOW
SAVED AND
TRANSFORMED
BY THE MUTANT
APOCALYPSE.

YOU CAN SEE
HOW DANGEROUS
HE'S BECOME. HE HAS
DECIMATED SEVERAL
OF OUR INSTALLA-
TIONS.

AND ALWAYS HE ASKS
THE SAME QUESTION--
WHERE IS CANDY
SOUTHERN?

ONCE HIS
LOVER. NOW--?

THE TERMINATION
ORDER HAS BEEN
SUSPENDED PENDING
YOUR REVIEW.

EXCELLENT.
I WILL CONTINUE
TO MONITOR THE
SITUATION.

WORTHINGTON
IS WORKING
HIS WAY HERE...
TO THE TOP.

I AM
EXPECTING
HIM. HE IS
NOT EXPECT-
ING ME.

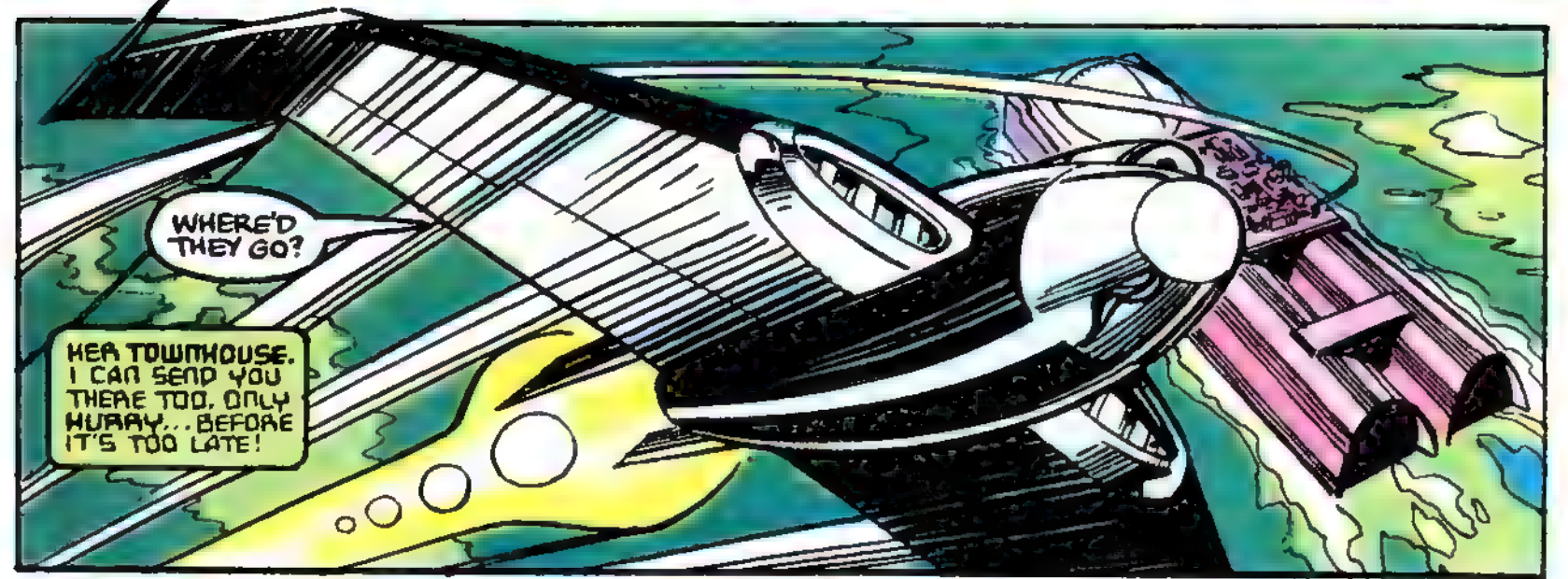
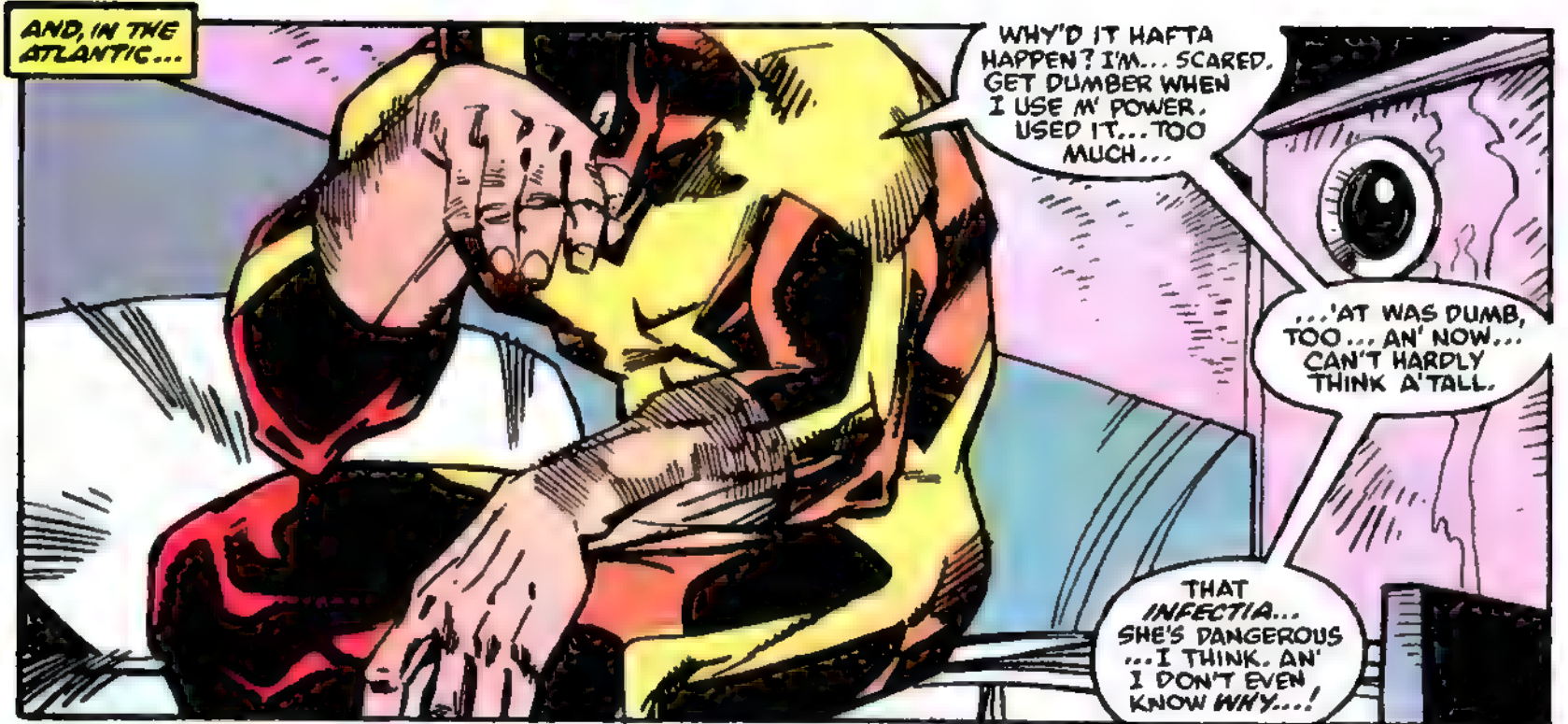
BUT, GENTLE-
MEN, HE IS
MERELY AN
ARCHETYPE OF
A DANGEROUS
RACE.

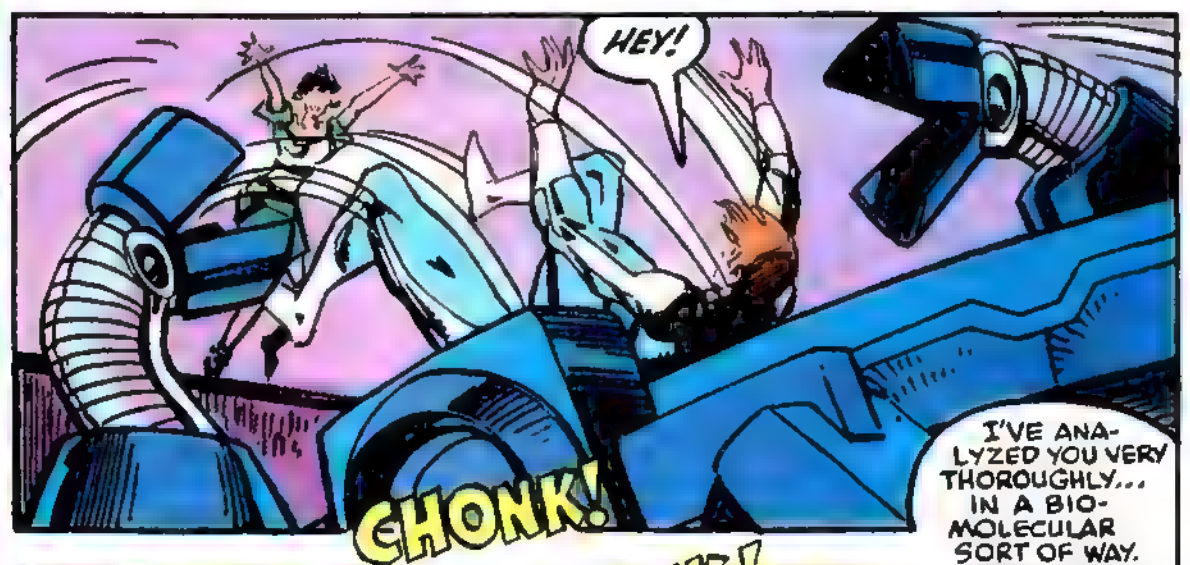
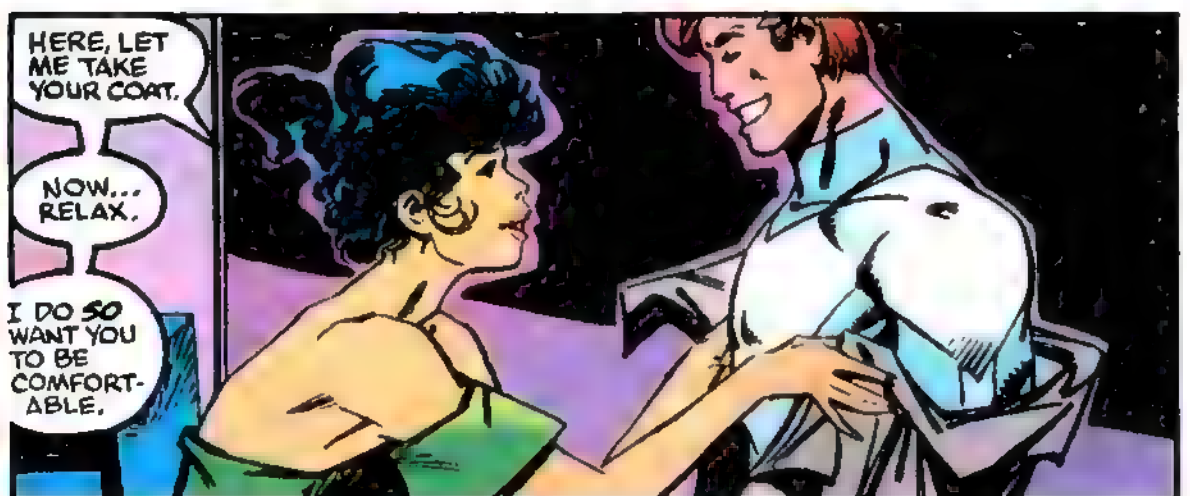
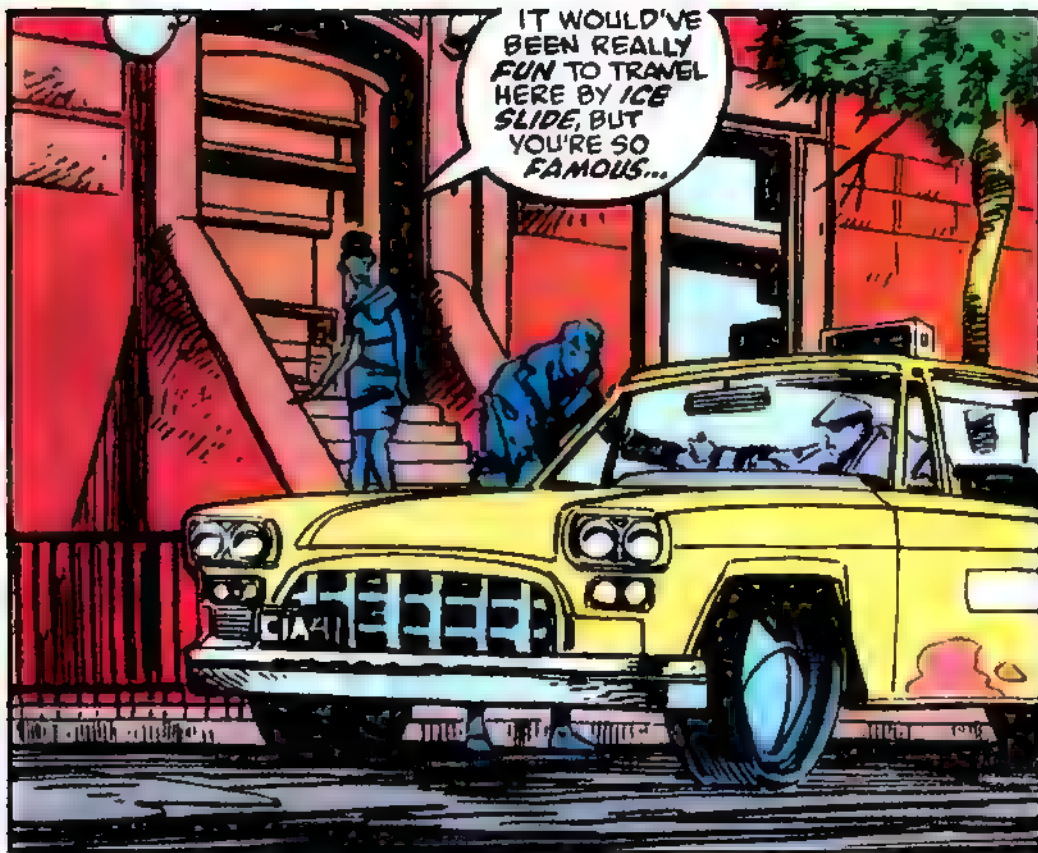
WE HAVE TOLERATED
THE *MUTANTS* AMONG
US FOR TOO LONG.

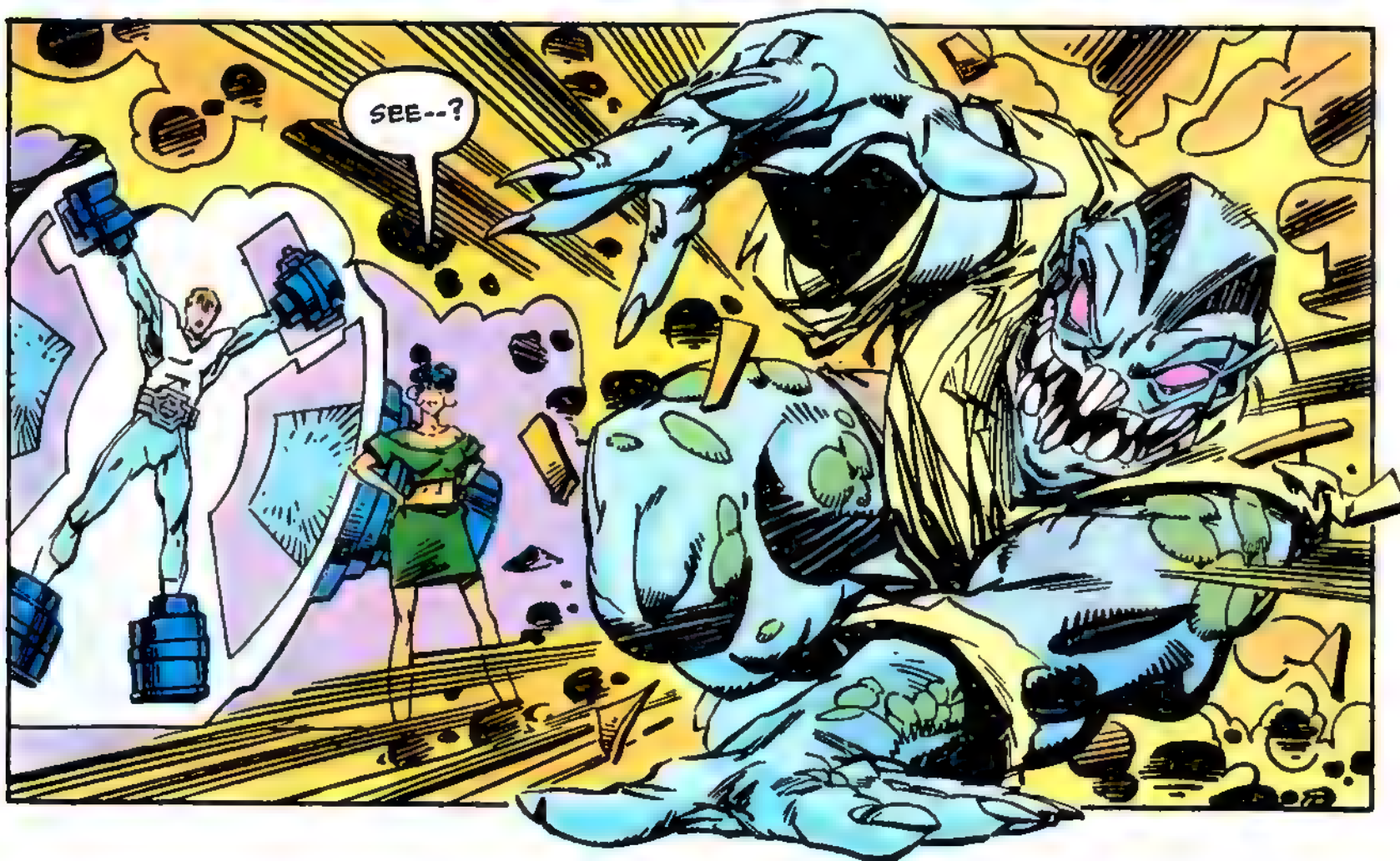
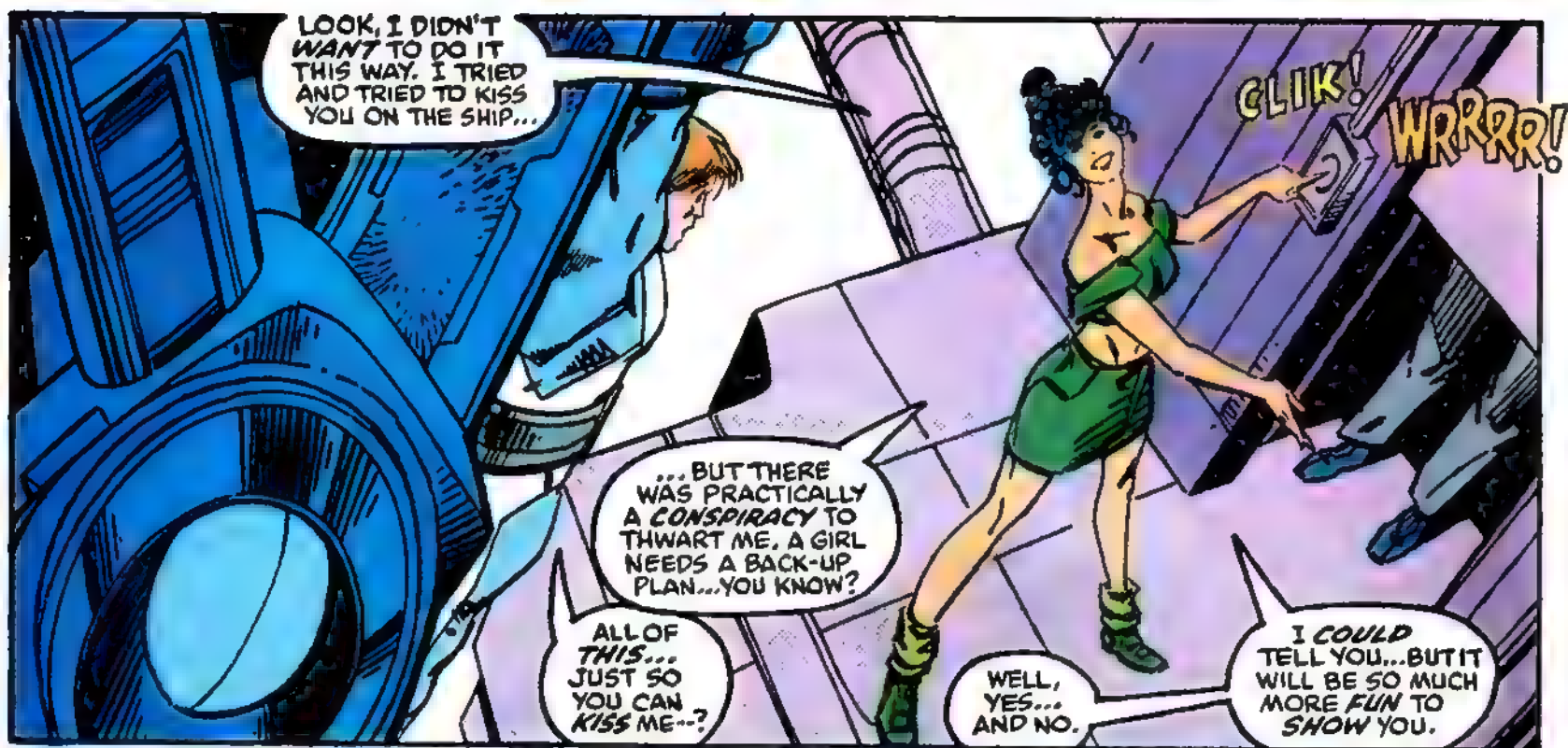
OUR ORGANIZATION HAS
LOCATED A *NUMBER* OF THEM.
MANY ARE, AS YET, UNAWARE
OF THEIR SPECIAL STATUS.

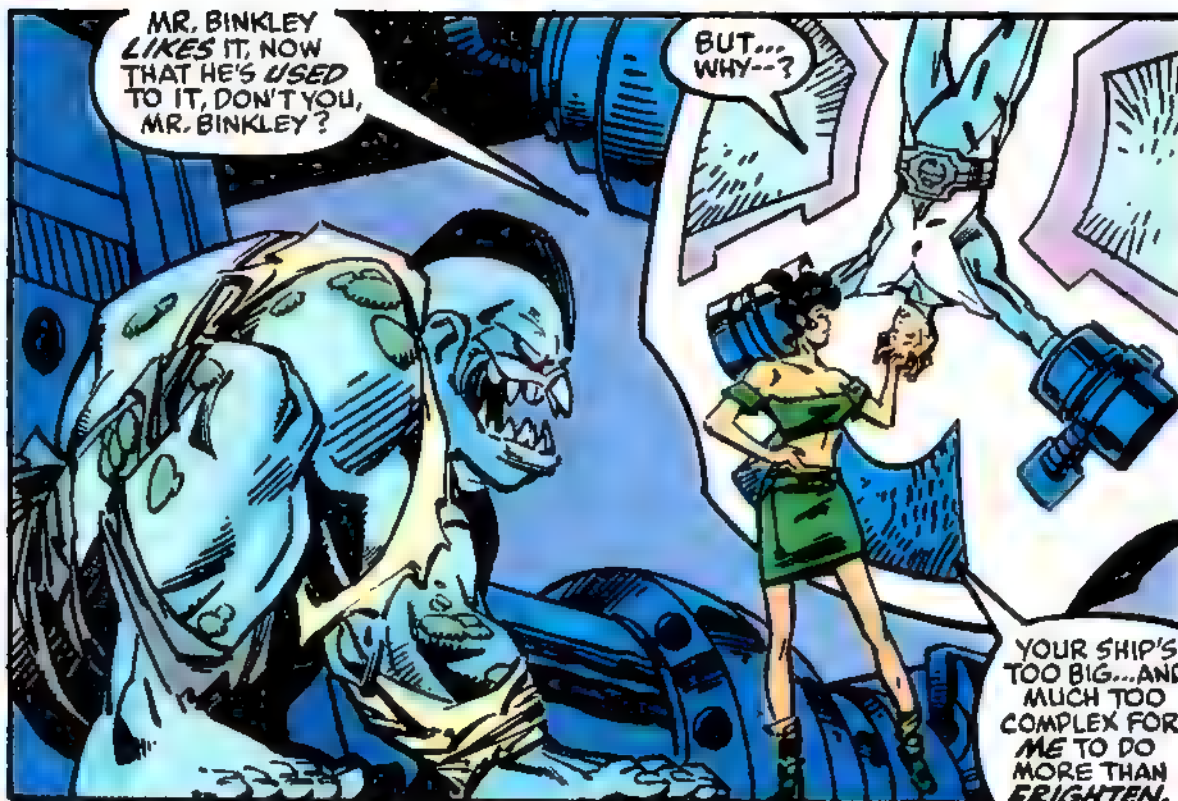
SO MUCH
THE BETTER.

OUR TROOPS MUST
HUNT THEM DOWN...AND
DESTROY THEM LIKE THE
RABID DOGS THEY ARE.





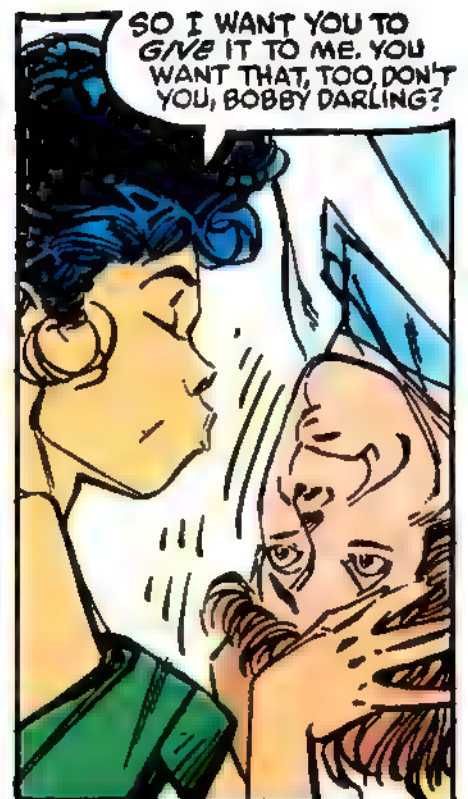




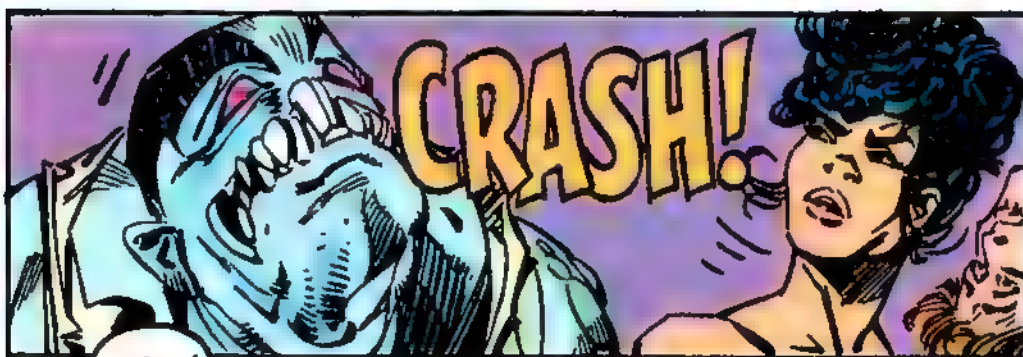
MR. BINKLEY
LIKES IT, NOW
THAT HE'S USED
TO IT, DON'T YOU,
MR. BINKLEY?

BUT...
WHY--?

YOUR SHIP'S
TOO BIG...AND
MUCH TOO
COMPLEX FOR
ME TO DO
MORE THAN
FRIGHTEN.



SO I WANT YOU TO
GIVE IT TO ME. YOU
WANT THAT, TOO DON'T
YOU, BOBBY DARLING?



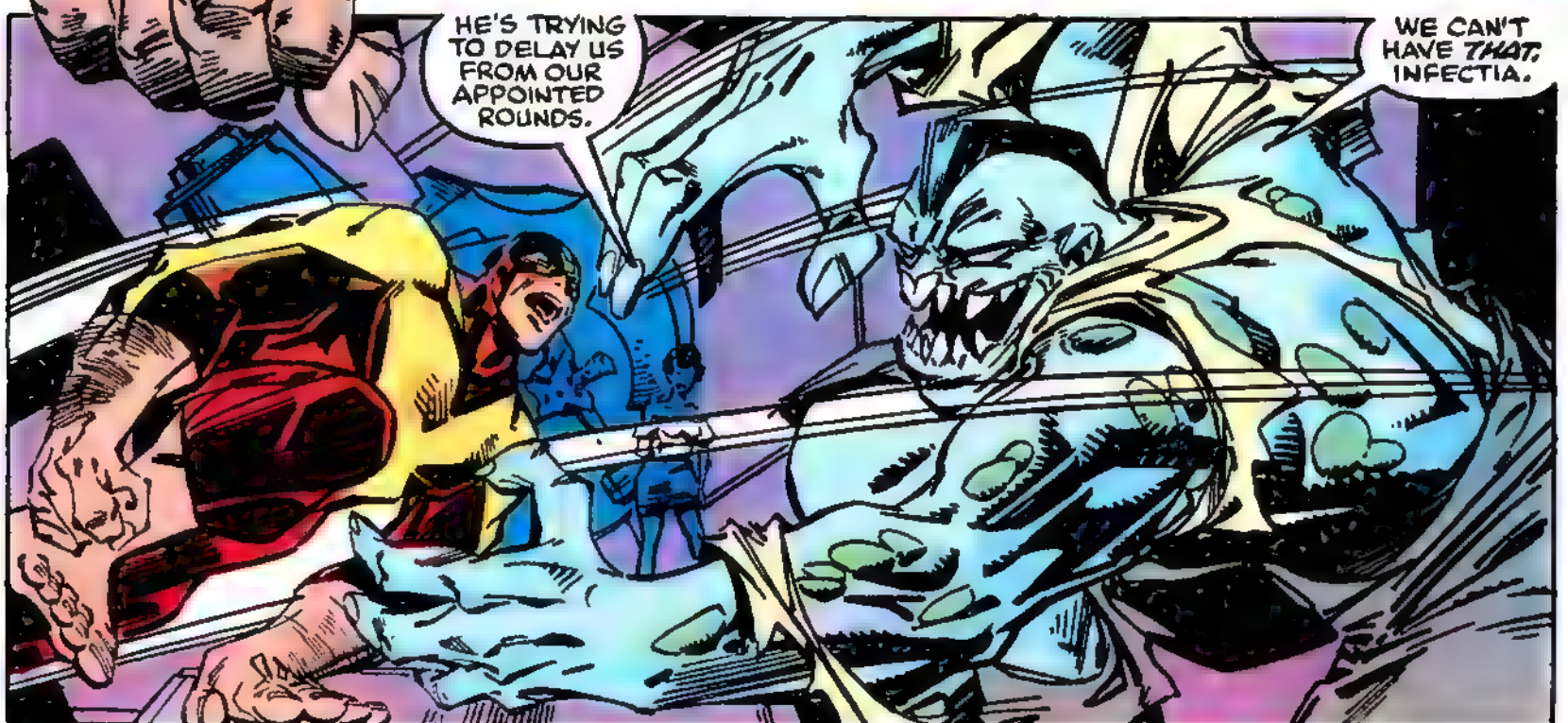
CRASH!

NO!



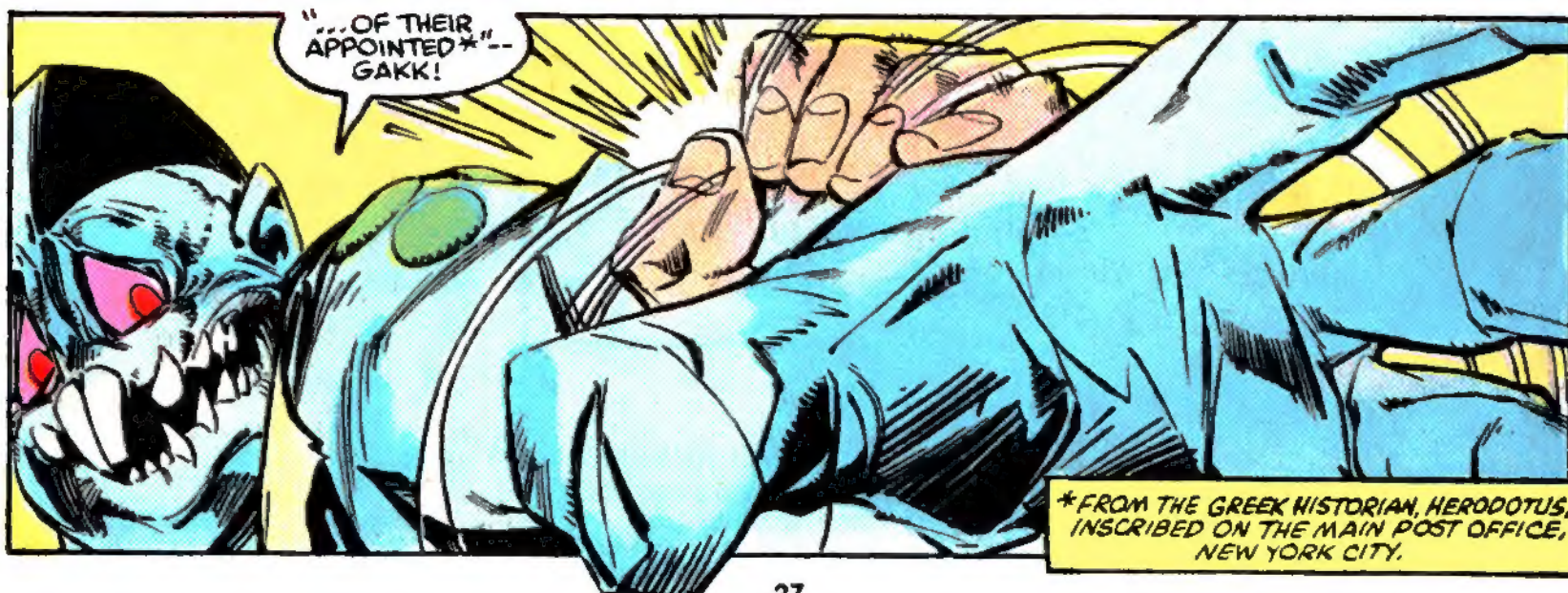
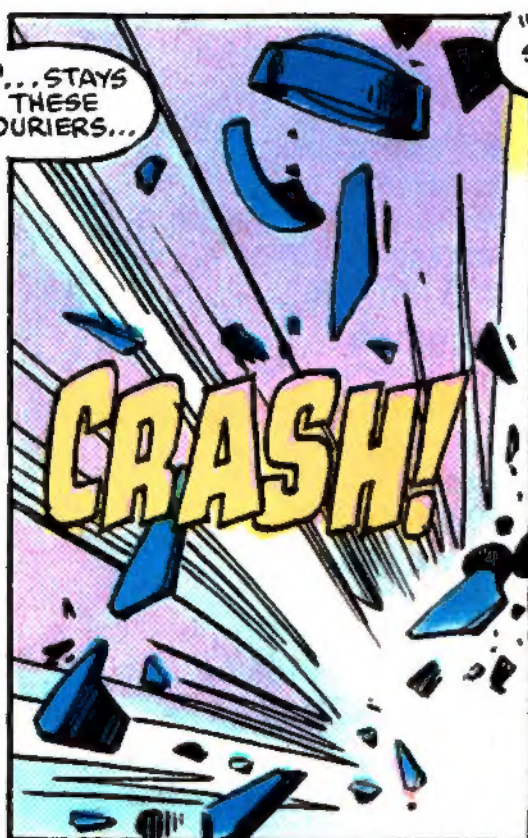
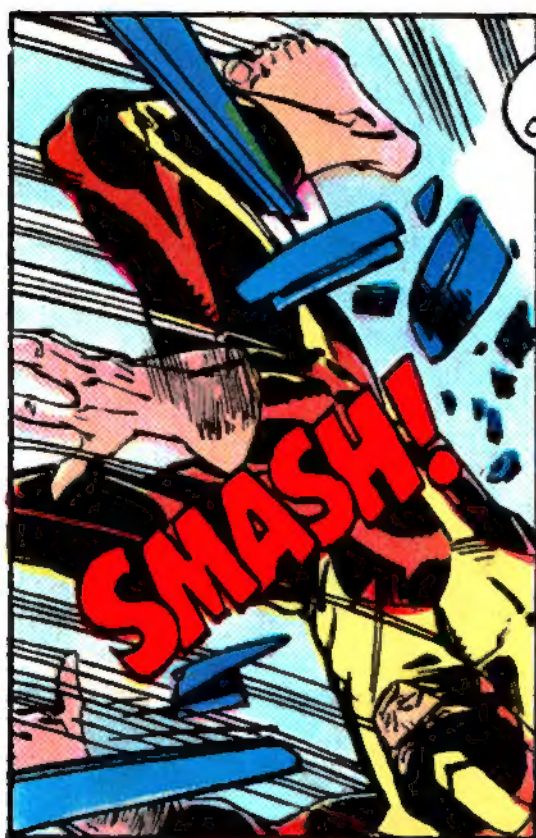
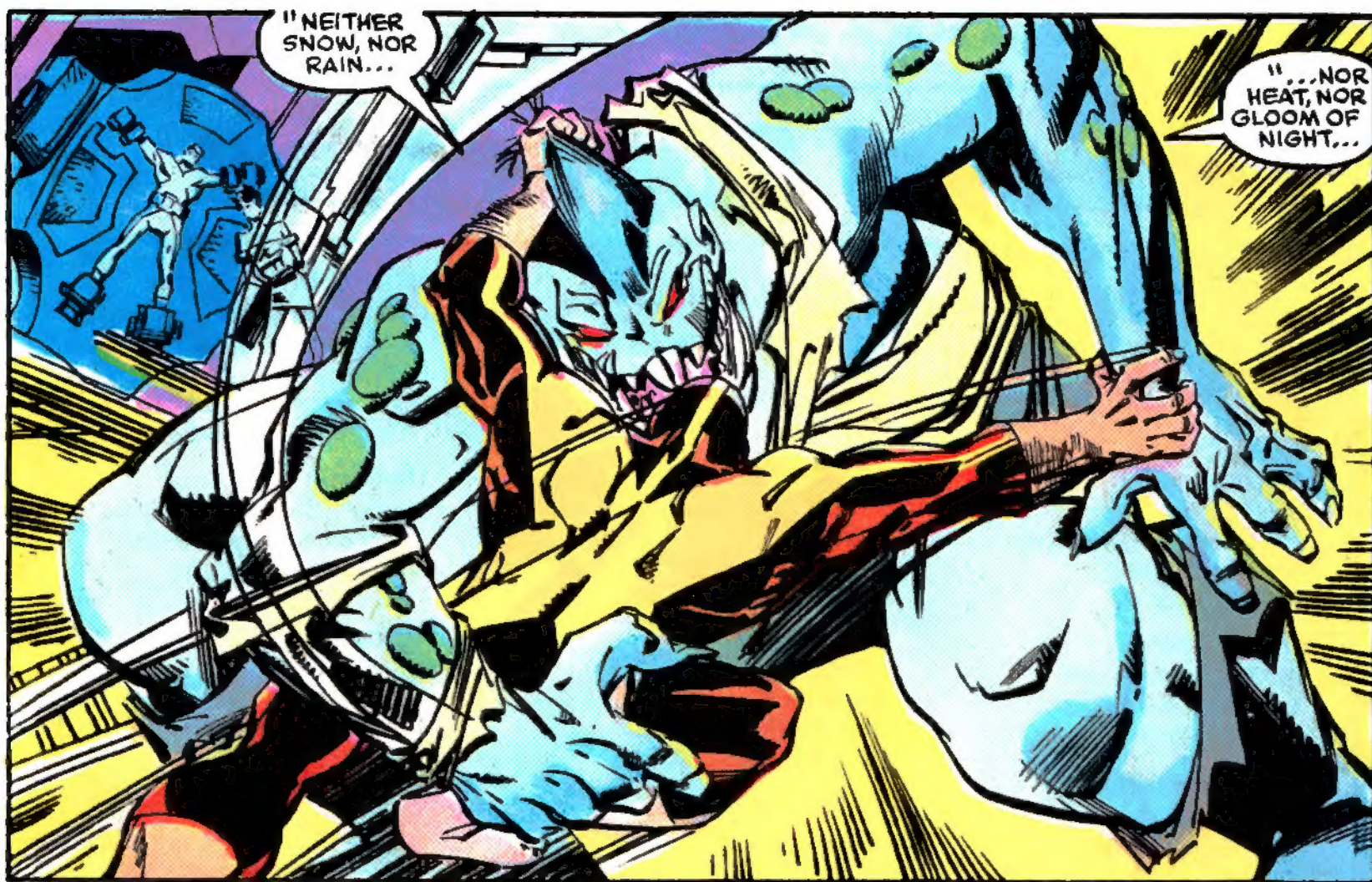
OH, HONESTLY! CAN
WE NEVER BE ALONE?

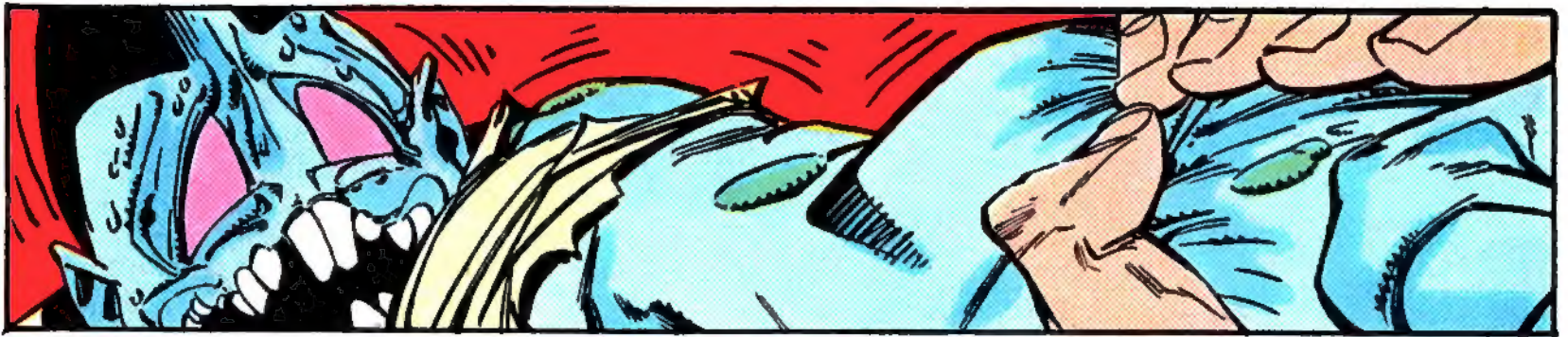
MR. BINKLY...
THAT MAN
SMASHED MY
SKYLIGHT!



HE'S TRYING
TO DELAY US
FROM OUR
APPOINTED
ROUNDS.

WE CAN'T
HAVE THAT,
INFECTIA.





THAT'S
WHAT
ALWAYS
HAPPENS!
A LITTLE
STRESS
AND POOF!
UP IN
SMOKE.

BOBBY,
DARLING,
I'D BETTER
KISS YOU
FAST!



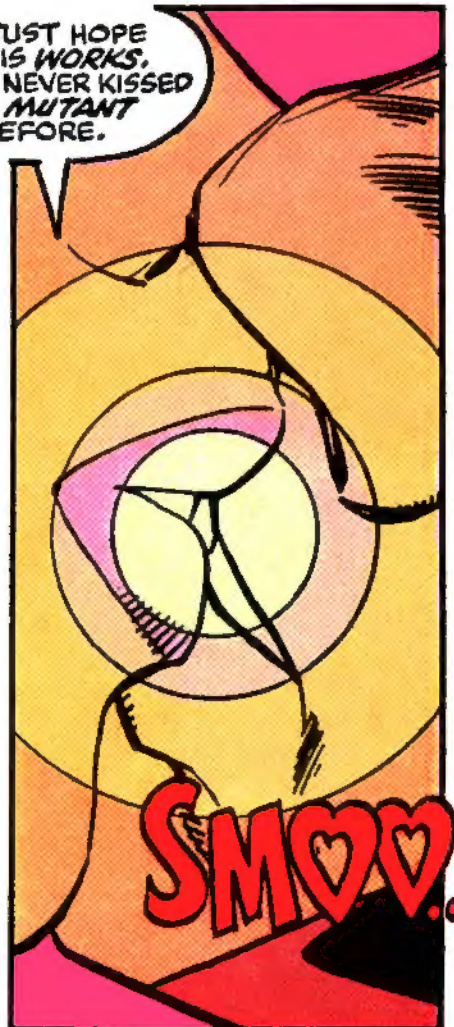
NO!

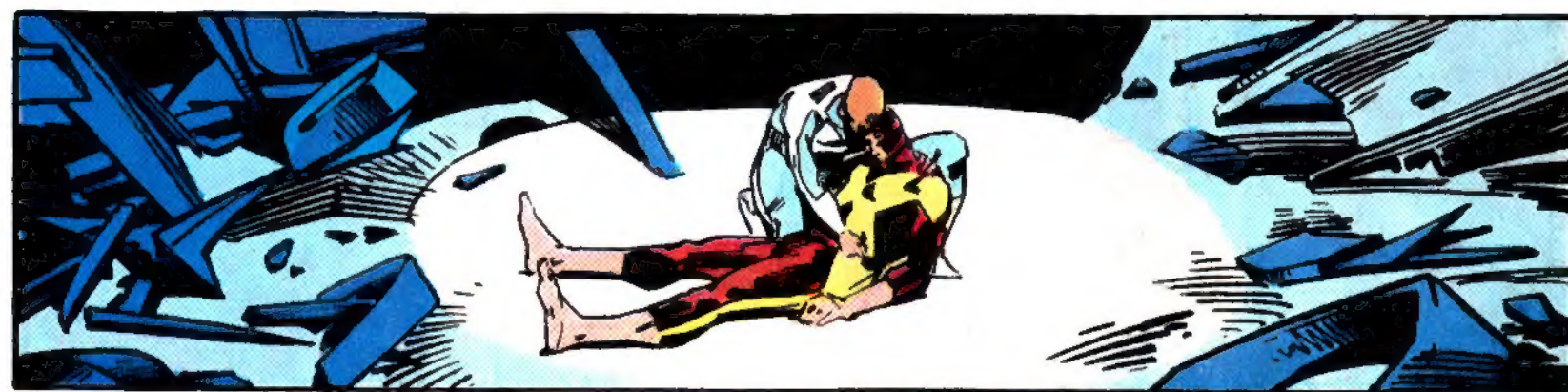
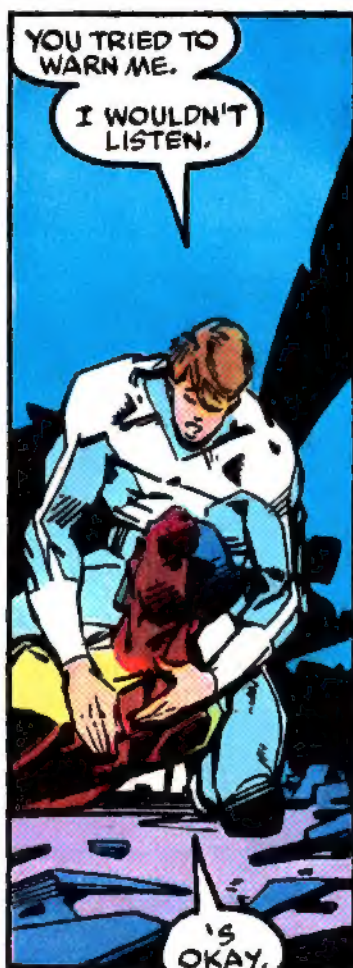
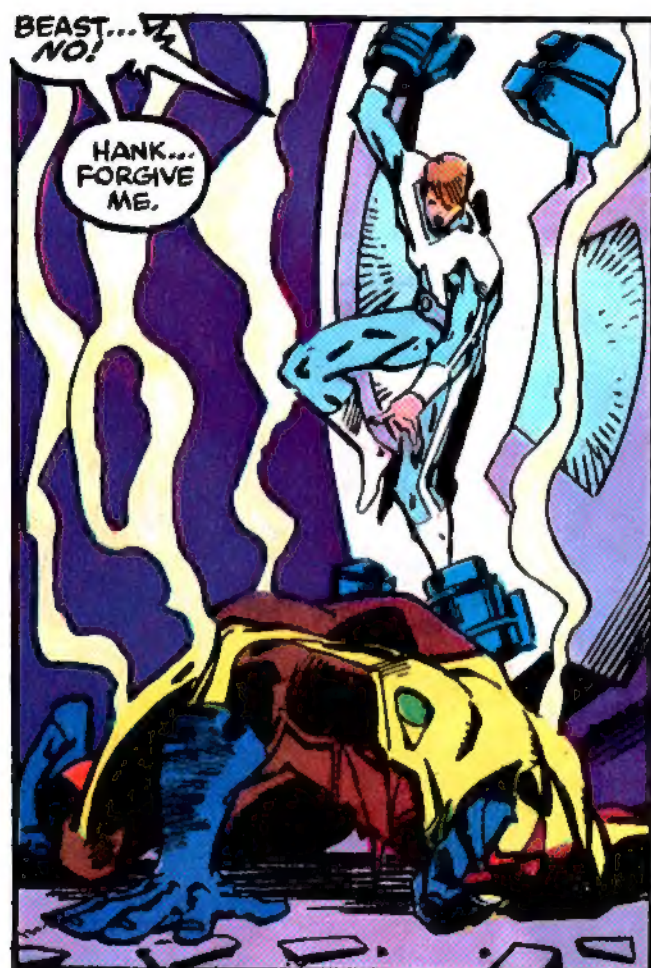
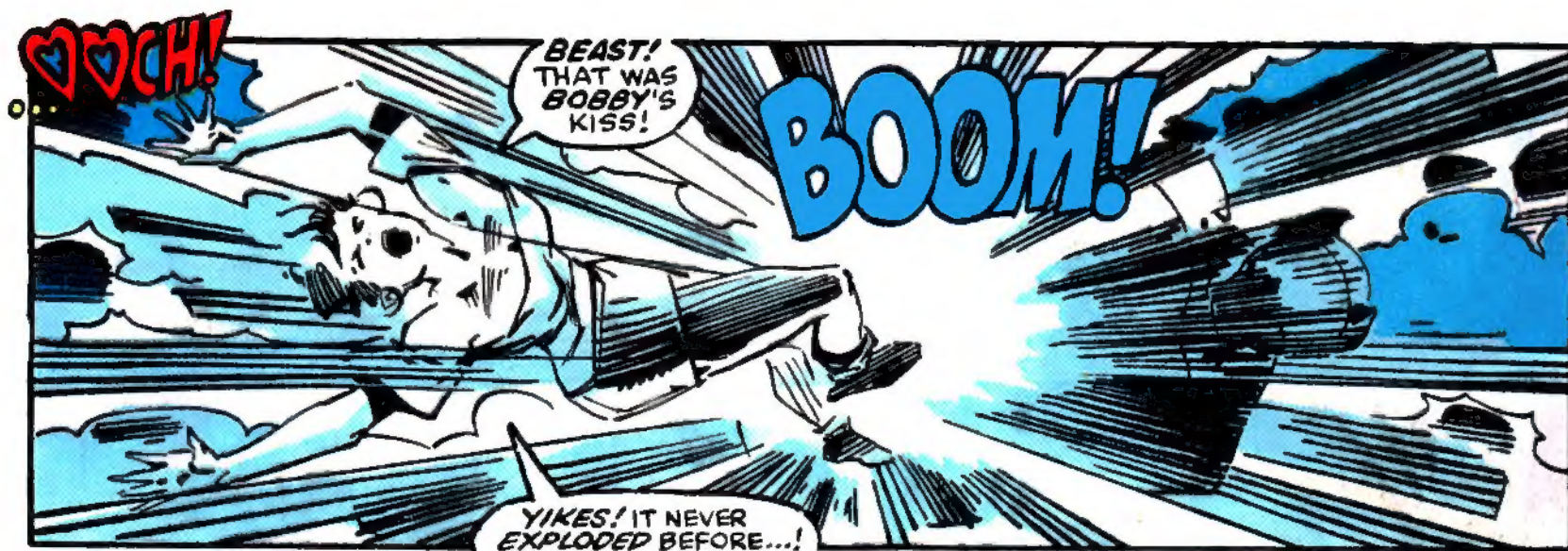
I JUST HOPE
THIS WORKS.
I'VE NEVER KISSED
A MUTANT
BEFORE.

MAKING
YOU FIGHT
THE BEAST WILL
BE A WASTE
OF TALENT,
BUT A GIRL'S
GOTTA LIVE.



SMOOO...





THE
EXCITEMENT
BUILDS AS
X-FACTOR
FACES

THE CARBON-COPY AVENGERS!

MINUTEMEN



STREET BOSS